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# **MAN FUNDS VI PLC**

(An umbrella fund with segregated liability between sub-funds incorporated as a variable capital investment company in Ireland with registered number 449860 and authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

## **PROSPECTUS**

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**DATED 3 JANUARY 2018**

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## IMPORTANT INFORMATION

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### THIS PROSPECTUS

The Directors of Man Funds VI plc (“the **Company**”) whose names appear at page vii accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

This Prospectus may be translated into other languages and such translations shall contain only the same information as this Prospectus. In the event of any inconsistency or ambiguity in relation to the meaning of any word or phrase in any translation, the English text shall prevail and all disputes as to the terms thereof shall be governed by, and construed in accordance with, the law of Ireland.

### THE PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Prospectus also sets out some general information in relation to the Company as a whole.

Additional information relating to the Man GLG Portfolios (as listed below) of the Company is set out in the Man GLG Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man GLG European Alpha Alternative
Man GLG Alpha Select Alternative
Man GLG European Equity Alternative
Man GLG Financials Alternative
Man GLG Global Equity Alternative
Man GLG European Alpha Alternative Enhanced
Man GLG Cred-Eq Alternative
Man GLG European Mid-Cap Equity Alternative
Man GLG Unconstrained Emerging Equity
Man NewSmith UK Equity Alternative
Man GLG Innovation Equity Alternative
Man GLG Global Fundamental Equity

Additional information relating to the GLG LLC Portfolio (as listed below) of the Company is set out in the GLG LLC Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man GLG Global Emerging Markets Debt Total Return
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Additional information relating to the Man AHL Portfolios (as listed below) of the Company is set out in the Man AHL Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man AHL Multi Strategy Alternative
Man AHL Directional Equities Alternative
Man AHL TargetRisk
Man AHL Volatility Alternative

Additional information relating to the Man Numeric Portfolio (as listed below) of the Company is set out in the Man Numeric Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man Numeric Market Neutral Alternative
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Additional information relating to the Man Solutions Portfolio (as listed below) of the Company is set out in the Man Solutions Supplement which forms part of, and should be read in the context of, and together with this Prospectus.

Man Alternative Style Risk Premia
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The Manager has currently engaged GLG Partners LP to manage the assets of the Man GLG Portfolios, GLG LLC to manage the assets of the GLG LLC Portfolio, AHL Partners LLP to manage the assets of the Man AHL Portfolios, Numeric Investors LLC to manage the assets of the Man Numeric Portfolio and Man Solutions Limited to manage the assets of the Man Solutions Portfolio.

## AVAILABLE SHARE CLASSES AND SHARE CLASS NAMING CONVENTION

For the Share Classes currently available in each Portfolio, please refer to the [Website](#). The Company may also create additional Share Classes in the Portfolios in the future in accordance with the requirements of the Central Bank with details of all such Share Classes included on the [Website](#).

Not all combinations of Share Class characteristics as listed in the table below will be available for subscription, for example “L” and “M” Share Classes are not available in every Portfolio. Investors should refer to the [Website](#) for those Share Classes of the Man Portfolio currently available for subscription.

Share Classes may be distinguished on the basis of either the fee and/or the charges to the relevant Share Class (see the sub-section of each Supplement titled “*Portfolio Specific Information – Management and Performance Fees*” in respect of the relevant Portfolio for a breakdown of fees charged and the Share Classes available in individual Portfolios). The Net Asset Value per Share for one Share Class will differ from the other Share Classes, reflecting these differing fee levels and in some cases due to the initial subscription price per Share differing from the Net Asset Value per Share of Share Classes already in issue.

Under the naming convention adopted by the Company in respect of the naming of Share Classes (the “**Naming Convention**”), the letters set out below have the following significance:

Categories of Investor	
D	These Share Classes will generally have a higher management fee, performance fee and/or a lower minimum subscription amount than other Share Classes in the Company.
I	These Share Classes will generally have a lower management fee, performance fee and/or a higher minimum subscription amount than Share Classes with the “D” designation. “I” Shares Classes may only be acquired with the consent of the Manager in the case of investment through Distributors or Intermediaries that, according to regulatory requirements or based on individual fee arrangements with their clients, are not allowed to accept or retain trail commissions.

R	These Share Classes will generally have a higher initial management fee than other Share Classes in the Company. A portion of the initial management fee may be paid to distributors or intermediaries in respect of distributors' costs and/or commissions. The initial management fee may be reduced, at the discretion of the Manager, upon the introduction of certain regulatory changes which prohibit the payment of distributor's costs and/or commissions in the jurisdiction(s) in which the majority of the holders of Share Classes with the "R" designation are domiciled. Following any such reduction of the initial management fee, it is expected that no further payments will be made to distributors or intermediaries in respect of distributors' costs and commissions.
<i>Hedging Policy</i>	
H	Hedged Share Classes. These Share Classes will be hedged against the Base Currency of a Portfolio where they are denominated in a currency other than the Base Currency.
C	These Share Classes will offer currency exposure, otherwise described as amended currency risk, as explained in the section of this Prospectus titled 'Currency Exposure Share Classes'.
<i>Performance Fee methodology</i>	
E	Equalisation Share Classes. The performance fee in respect of such Classes shall be subject to the equalisation provisions set out in further detail in the "Fees and Expenses" section of the Prospectus.
L	LIBOR Benchmark Classes. The performance fee in respect of such Classes shall be based on outperformance of the relevant LIBOR rate in the relevant currency (ie USD LIBOR, GBP LIBOR, JPY LIBOR or EURIBOR) set out in the " <i>Portfolio Specific Information – Investment Objectives and Policies</i> " section of the relevant Supplement and the " <i>Fees and Expenses</i> " section of the Prospectus.
M	Market/Index Benchmark Classes. The performance fee in respect of such Classes shall be based on outperformance of the relevant market or index or fixed rate return set out in the " <i>Portfolio Specific Information – Investment Objectives and Policies</i> " section of the relevant Supplement and the " <i>Fees and Expenses</i> " section of the Prospectus.
N	Non-Benchmarked Classes. The performance fee in respect of such Classes shall be based on aggregate appreciation in the value of the relevant Classes, subject to the provisions in the " <i>Fees and Expenses</i> " section of the Prospectus regarding outperformance of the relevant Reference NAV.
<i>Fee Indicators</i>	
X	These Share Classes will generally have a lower management fee, performance fee and/or a higher minimum subscription amount than Share Classes with the "D" or "I" designation.
F	These Share Classes are intended for early and seed investors into the relevant Portfolio and further details of their availability is set out in the " <i>Subscriptions</i> " section of the Prospectus and the relevant Supplement, as required.
Y	These Share Classes may have a different fee structure as set out in the tables in respect of the relevant Portfolio in the sub-sections of the relevant Supplement headed " <i>Portfolio Specific Information – Management and Performance Fees</i> ", a portion of which may be paid to distributors.
U	These Share Classes may have a different fee structure as set out in the tables in respect of the relevant Portfolio in the sub-sections of the relevant Supplement headed " <i>Portfolio Specific Information – Management and Performance Fees</i> ". These Share Classes may be limited to certain investors, either by region or type, at the Investment Manager's discretion.
Z	These Share Classes may have a different fee structure as set out in the table in the section of the relevant Supplement entitled " <i>Portfolio Specific Information – Investment Objectives and Policies</i> " and " <i>Fees and Expenses</i> " section of the Prospectus and relevant Supplement and will generally have a higher performance fee and a higher minimum subscription amount than other Share Classes. This Share Class category has the ability to create Share Classes with variable fee loads up to the maximum management and performance fee levels whereby higher performance fees will be aligned with a lower management fee. The specific Z Share Classes established will each be subject to the prior approval of the Central Bank. These Share Classes may be limited to certain investors, either by region or type, at the Investment Manager's discretion.

<i>Currency of Share Class</i>	
AUD	Share Classes denominated in the lawful currency of Australia.
CAD	Share Classes denominated in the lawful currency of Canada
CHF	Share Classes denominated in the lawful currency of Switzerland.
CNH	Share Classes denominated in the lawful currency of the People's Republic of China.
DKK	Share Classes denominated in the lawful currency of Denmark.
EUR	Share Classes denominated in the lawful currency of the Euro-Zone.
GBP	Share Classes denominated in the lawful currency of the United Kingdom.
JPY	Share Classes denominated in the lawful currency of Japan
NOK	Share Classes denominated in the lawful currency of Norway.
SEK	Share Classes denominated in the lawful currency of Sweden.
SGD	Share Classes denominated in the lawful currency of Singapore.
USD	Share Classes denominated in the lawful currency of the United States of America.
PLN	Share Classes denominated in the lawful currency of Poland.
<i>Distribution Policy</i>	
Net-Dist	The policy of these Dist Share Classes is to distribute from net income for the relevant accounting period after the deduction of fees, charges and expenses. For the avoidance of doubt net income excludes any realised and unrealised capital gains and losses incurred during a relevant period. Please see the “ <i>Distribution Policy</i> ” section for more detail in this regard, including the specific naming convention applied to Net-Dist Share Classes.
G-Dist	The policy of these Dist Share Classes is to distribute from net income for the relevant accounting period before the deduction of fees, charges and expenses. The “G-Dist” Classes may deduct fees, charges and expenses from capital and distributions may also include realised and unrealised capital gains. This may result in capital erosion and therefore foregoes the potential for future capital growth. Please see the “ <i>Distribution Policy</i> ” section for more detail in this regard, including the specific naming convention applied to G-Dist Share Classes.

## INVESTOR RESPONSIBILITY

Prospective investors should review this Prospectus and the relevant Supplement(s) carefully and in their entirety and consult with their legal, tax and financial advisers in relation to (i) the legal requirements within their own countries for the purchase, holding, exchange, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the purchase, holding, exchange, redemption or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, exchanging, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Prospectus.

## AUTHORISATION BY THE CENTRAL BANK

The Company was authorised by the Central Bank of Ireland (the “Central Bank”) as an Undertaking for Collective Investment in Transferable Securities under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2003 (S.I. 211 of 2003), as amended. All of the current Portfolios of the Company are subject to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. 352 of 2011), as amended. **The authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. Authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.**

## **DISTRIBUTION AND SELLING RESTRICTIONS**

The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying Application Form in any such jurisdiction may treat this Prospectus or such Application Form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such Application Form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such Application Form could lawfully be used without compliance with any registration or other legal requirements.

The Company qualifies as a UCITS and has been recognised by the FCA in the United Kingdom under Section 264 of the Financial Services and Markets Act 2000.

No Shares shall be issued in the United States or to any US Person other than pursuant to the provisions of this Prospectus.

No Shares shall be issued in the US or to any US Person unless the Directors otherwise approve in their sole discretion and applicable US disclosures are made prior to such approval.

The Shares have not been, nor will they be, registered or qualified under the Securities Act, or any applicable securities laws of any state or other political sub divisions of the United States of America. The Shares may not be offered, sold, transferred or delivered directly or indirectly in the US or to any US Person unless otherwise approved by the Directors in their sole discretion. Any sales or transfers of Shares in violation of the foregoing shall be prohibited and treated by the Fund as void. All applicants and transferees of Shares must complete an Application Form which confirms, among other things, that a purchase or a transfer of Shares would not result in a sale or transfer to a person or an entity which is a US Person unless otherwise approved by the Directors.

To the extent Shares are offered and sold within the United States or to or for the account or benefit of persons who are “US Persons” within the meaning of Regulation S under the Securities Act (“Regulation S”), such offers and sales will be made in transactions exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act, Rule 506(b) thereunder and the provisions of Regulation S. None of the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Trading Commission, the securities regulatory authority of any state of the United States or the security regulatory authority of any other jurisdiction has passed upon the value of the Shares, made any recommendations as to their purchase, approved or disapproved this offering, or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The Shares are subject to restrictions on transferability and resale and may not be transferred or resold except as permitted under applicable securities laws, pursuant to registration or exemption therefrom, and in compliance with the terms of this Prospectus and the organisational documents of the Company.

The Company does not permit investments by “benefit plan investors.” The term “benefit plan investor” refers to (i) any “employee benefit plan” as defined in, and subject to the fiduciary responsibility provisions of, the US Employee Retirement Income Security Act of 1974, as amended (“ERISA”), (ii) any “plan” as defined in and subject to Section 4975 of the IRC, and (iii) any entity deemed for purposes of ERISA or Section 4975 of the IRC to hold assets of any such employee

benefit plan or plan due to investments made in such entity by already described benefit plan investors.

## **STOCK EXCHANGE LISTING**

Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Portfolios on the Official List and trading on the Global Exchange Markets or the Main Securities Market of the Irish Stock Exchange shall be set out on the Website.

The Directors do not anticipate that an active secondary market will develop in any of the Shares of the Company.

## **RELIANCE ON THIS PROSPECTUS**

Shares in the Company are offered only on the basis of the information contained in this Prospectus and the latest audited annual accounts and any subsequent half-yearly report of the Company. Any further information or representations given or made by any dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares in the Company other than those contained in this Prospectus and in any subsequent half-yearly or annual report for the Company and, if given or made, such information or representations must not be relied on as having been authorised by the Company, the Directors, the Manager, the relevant Investment Manager, a Distributor, the Administrator or the Depositary. Statements in this Prospectus are based on the law and practice currently in force in Ireland at the date hereof and are subject to change. Neither the delivery of this Prospectus nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof. Neither the admission of the Shares of the Portfolios to the Global Exchange Market of the Main Securities Market of the Irish Stock Exchange nor the approval of listing particulars pursuant to the listing requirements of the Irish Stock Exchange shall constitute a warranty or representation by the Irish Stock Exchange as to the competence of service providers to or any other party connected with the Company, the adequacy of information contained in the listing particulars or the suitability of the Company for investment purposes.

## **RISKS**

**Investment in the Company carries with it a degree of risk. It should be remembered that the price of Shares and the income (if any) from them may fall as well as rise and there is no guarantee or assurance that the stated investment objective of a Portfolio will be achieved and investors may not get back the amount invested. An investment in the Company should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Your attention is also drawn to the section entitled “Certain Investment Risks”. The difference at any one time between the sale and repurchase price of Shares in the Company means that the investment should be viewed as medium to long term.**

**An investment in the Company is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account. Consequently, there is the risk that the principal invested in the Company is capable of fluctuation and there is a significant risk of the loss of the entire amount of the value of an investor’s investment.**

**Investors should be aware that the Directors may declare distributions out of capital in respect of the distributing Share Classes (being those Share Classes which include “Dist” in the name of the Share Class) and that in the event that they do, the capital of such Shares will be eroded, such distributions will be achieved by forgoing the potential for future capital growth and that this cycle may be continued until all capital in respect of the Shares is depleted. Investors in the distributing Share Classes should also be aware that the payment of distributions out of capital by the Company may have different tax implications for them to distributions of income and you are therefore recommended to seek tax advice in this regard.**

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## DIRECTORY

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### MAN FUNDS VI PLC

<p><b>Directors:</b> Bronwyn Wright Ronan Daly John Morton Eric Fortier</p> <p><b>Manager:</b> Man Asset Management (Ireland) Limited 70 Sir John Rogerson's Quay Dublin 2 Ireland</p> <p><b>Investment Manager in respect of the GLG LLC Portfolio:</b> GLG LLC 452 Fifth Avenue 27<sup>th</sup> Floor New York New York 10018 USA</p> <p><b>Depository:</b> BNY Mellon Trust Company (Ireland) Limited</p> <p><i>Registered Office</i> Guild House Guild Street Dublin 1 Ireland</p> <p><i>Business Address</i> The Hanover Building 4<sup>th</sup> Floor Windmill Lane Dublin 2 Ireland</p> <p><b>Legal Advisers as to matters of Irish law:</b> Matheson 70 Sir John Rogerson's Quay Dublin 2 Ireland</p> <p><b>Auditors:</b> Ernst &amp; Young Registered Auditors Ernst &amp; Young Building Harcourt Building Harcourt Street Dublin 2</p>	<p><b>Secretary and Registered Office:</b> Matsack Trust Limited 70 Sir John Rogerson's Quay Dublin 2 Ireland</p> <p><b>Investment Manager in relation to the Man GLG Portfolios:</b> GLG Partners LP Riverbank House 2 Swan Lane London EC4R 3AD England</p> <p><b>Investment Manager in relation to the Man AHL Portfolios:</b> AHL Partners LLP Riverbank House 2 Swan Lane London EC4R 3AD England</p> <p><b>Investment Manager in relation to the Man Numeric Portfolio:</b> Numeric Investors LLC 470 Atlantic Avenue 6<sup>th</sup> Floor Boston MA 02210 USA</p> <p><b>Investment Manager in relation to the Man Solutions Portfolio:</b> Man Solutions Limited Riverbank House 2 Swan Lane London EC4R 3AD England</p> <p><b>Administrator:</b> BNY Mellon Fund Services (Ireland) DAC</p> <p><i>Registered Office</i> Guild House Guild Street IFSC Dublin 1 Ireland</p> <p><i>Business Address</i> Riverside Two Sir John Rogerson's Quay Grand Canal Dock Dublin 2 Ireland</p>
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<p><b>Distributor in relation to the Portfolios:</b>  Man Investments AG  Huobstrasse 3  8808 Pfäffikon SZ  Switzerland</p> <p><b>Distributor in relation to the Man GLG Portfolios:</b>  GLG Partners LP  Riverbank House  2 Swan Lane  London EC4R 3AD  England</p>	<p><b>Sponsoring Irish Stock Exchange Broker:</b>  Matheson  70 Sir John Rogerson's Quay  Dublin 2  Ireland</p>
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## THE INVESTMENT MANAGER

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Information in relation to GLG LP, the Investment Manager in respect of the Man GLG Portfolios, is set out in the “*The Investment Manager*” section of the Man GLG Supplement.

Information in relation to GLG LLC, the Investment Manager in respect of the GLG LLC Portfolios, is set out in the “*The Investment Manager*” section of the GLG LLC Supplement.

Information in relation to AHL Partners LLP, the Investment Manager in respect of the Man AHL Portfolios, is set out in the “*The Investment Manager*” section of the Man AHL Supplement.

Information in relation to Numeric Investors LLC, the Investment Manager in respect of the Man Numeric Portfolio, is set out in the “*The Investment Manager*” section of the Man Numeric Supplement.

Information in relation to Man Solutions Limited, the Investment Manager in respect of the Man Solutions Portfolio, is set out in the “*Management and Administration – The Investment Manager*” section of the Man Solutions Supplement.

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## INDEX

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SECTION	PAGE
Important Information .....	ii
Directory .....	viii
The Investment Manager.....	i
Investment Objective and Policies .....	3
Investment Powers and Restrictions .....	5
Efficient Portfolio Management.....	10
Certain Investment Risks.....	18
Borrowing Policy and Leverage.....	51
Subscriptions .....	52
Redemption, conversion and Transfers of Shares .....	59
Fees and Expenses .....	64
Distribution Policy .....	73
Determination and Publication and Temporary Suspension of Net Asset Value .....	74
Termination of Portfolios.....	79
The Company .....	80
The Manager .....	82
Fund Administration.....	84
The Depositary .....	85
The Distributor .....	87
Local Intermediaries .....	88
Taxation .....	90
General .....	100
Appendix I Definitions .....	113
Appendix II Definition of US Person .....	121
Appendix III Recognised Markets.....	124
Appendix IV Additional Distribution and Selling Restrictions .....	127
Appendix V Delegates and Sub-Delegates of the Depositary.....	138

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## INVESTMENT OBJECTIVE AND POLICIES

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The Company has been established for the sole purpose of investing in transferable securities and other liquid assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and will operate on the principle of risk spreading in accordance with the UCITS Regulations. The investment objective and policies for each Portfolio will be formulated by the Directors at the time of creation of such Portfolio. The assets of the Company will be invested in accordance with the restrictions and limits set out in the UCITS Regulations and such additional investment restrictions, if any, as may be adopted by the Directors.

As the Company is availing of the provisions of the Companies Act 2014, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “Company’s Liabilities” under “Investment Risks” below.

Investors in the Company will be provided with an opportunity to invest in a professional manner in order to achieve optimum return on capital invested.

The Company offers a choice of Portfolios, each of which issues a separate Class of Shares to allow investors a choice of strategic allocation.

### RISK MANAGEMENT PROCEDURES

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments. Any FDI contemplated by this Prospectus but which are not included in the risk management process will not be utilised until such time as a revised risk management process has been provided to the Central Bank.

### INVESTMENT OBJECTIVES AND POLICIES OF THE PORTFOLIOS

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

The investment objectives and policies and investment restrictions in respect of each Man GLG Portfolio are set out in the Man GLG Supplement. The investment objectives and policies and investment restrictions in respect of the GLG LLC Portfolio is set out in the GLG LLC Supplement. The investment objectives and policies and investment restrictions in respect of each Man AHL Portfolio are set out in the Man AHL Supplement. The investment objectives and policies and investment restrictions in respect of the Man Numeric Portfolio are set out in the Man Numeric Supplement. The investment objectives and policies and investment restrictions in respect of the Man Solutions Portfolio are set out in the Man Solutions Supplement.

### INVESTMENT IN OTHER PORTFOLIOS OF THE COMPANY

Certain Portfolios of the Company may invest in open ended collective investment schemes. A Portfolio may only invest in another Portfolio of the Company if the Portfolio in which it is investing does not itself hold Shares in any other Portfolio of the Company. Any commission (including a rebated commission) received by the Manager or Investment Manager in respect of such investment will be paid into the assets of the Portfolio. Where a Portfolio (the “Investing Portfolio”) invests in another Portfolio of the Company (the “Receiving Portfolio”), the rate of the annual management fee which Shareholders in the Investing Portfolio are charged in respect of that portion of the Investing Portfolios assets invested in Receiving Portfolios (whether such fee is paid directly at Investing

Portfolio level, indirectly at the level of the Receiving Portfolios or a combination of both) shall not exceed the rate of the maximum annual management fee which investors in the Investing Portfolio may be charged in respect of the balance of the Investing Portfolio's assets, such that there shall be no double charging of the annual management fee to the Investing Portfolio as a result of its investments in the Receiving Portfolios.

## **RESPONSIBLE INVESTMENT**

Each Investment Manager may, in implementing the investment policy in respect of a Portfolio, seek to adopt responsible investment approaches that are appropriate for the individual investment strategies of the Portfolio. The Investment Manager may seek to incorporate extra-financial factors and sustainability themes into investment processes across all asset classes. Responsible investing focuses on the development, integration and application of non-financial considerations – environmental, social and governance (ESG) factors – in the investment decision-making process. This may lead the Investment Manager to exclude particular stocks, to apply ESG screening in respect of a potential portfolio of investments or to sell certain investments (taking due account of prevailing market conditions and the interests of the Shareholders). Such an responsible investment approach will be consistent with the investment objective, policy and investment strategy of the relevant Portfolio.

## **CHANGE IN INVESTMENT OBJECTIVES OR POLICIES**

The Directors will not change the principal investment objectives and policies of a Portfolio for at least three years following the admission of the Shares to the Irish Stock Exchange, except in exceptional circumstances. Any change to the investment objective or any material change in investment policy of a Portfolio will only be made with the approval of an Ordinary Resolution of the relevant Shareholders. In the event of a change of investment objective and/or a change in the investment policy of a Portfolio, a reasonable notification period will be provided by the Directors to enable Shareholders to redeem their Shares prior to the implementation of such changes.

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## INVESTMENT POWERS AND RESTRICTIONS

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The assets of each Portfolio will be invested in accordance with the investment restrictions contained in the UCITS Regulations and summarised below and such additional investment restrictions, if any, as may be adopted by the Directors for any Portfolio.

### **1 Permitted Investments**

Investments of a UCITS are confined to:

- 1.1** Transferable securities and money market instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State.
- 1.2** Recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year.
- 1.3** Money market instruments other than those dealt on a regulated market.
- 1.4** Units of UCITS.
- 1.5** Units of non-UCITS.
- 1.6** Deposits with credit institutions.
- 1.7** Financial derivative instruments.

### **2 Investment Restrictions**

- 2.1** A UCITS may invest no more than 10% of net assets in transferable securities and money market instruments other than those referred to in paragraph 1.
- 2.2** A UCITS may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1) within a year. This restriction will not apply in relation to investment by the UCITS in certain US securities known as Rule 144A securities provided that:
  - the securities are issued with an undertaking to register with the US Securities and Exchanges Commission within one year of issue; and
  - the securities are not illiquid securities i.e. they may be realised by the UCITS within seven days at the price, or approximately at the price, at which they are valued by the UCITS.
- 2.3** A UCITS may invest no more than 10% of net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
- 2.4** The limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a UCITS invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the net asset value of the UCITS.
- 2.5** The limit of 10% (in 2.3) is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.
- 2.6** The transferable securities and money market instruments referred to in 2.4. and 2.5 shall not

be taken into account for the purpose of applying the limit of 40% referred to in 2.3.

- 2.7** A UCITS may not invest more than 20% of net assets in deposits made with the same credit institution.

Deposits with any one credit institution, other than

- a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein);
- a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or
- a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand

held as ancillary liquidity, must not exceed 10% of net assets.

This limit may be raised to 20% in the case of deposits made with the trustee/custodian.

- 2.8** The risk exposure of a UCITS to a counterparty to an OTC derivative may not exceed 5% of net assets.

This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

- 2.9** Notwithstanding paragraphs 2.3, 2.7 and 2.8 above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of net assets:

- investments in transferable securities or money market instruments;
- deposits, and/or
- counterparty risk exposures arising from OTC derivatives transactions.

- 2.10** The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of net assets.

- 2.11** Group companies are regarded as a single issuer for the purposes of 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9. However, a limit of 20% of net assets may be applied to investment in transferable securities and money market instruments within the same group.

- 2.12** A UCITS may invest up to 100% of net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.

The individual issuers must be listed in the prospectus and may be drawn from the following list:

OECD Governments and the Government of Singapore, Brazil, China, India, Indonesia, Russia and South Africa (provided in each case that the relevant issues are investment grade), European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority and Straight A Funding LLC.

In the case of a UCITS which has invested 100% of its net assets in this manner, such UCITS must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of net assets.

### **3 Investment in Collective Investment Schemes ("CIS")**

- 3.1** Each Portfolio may acquire units in CIS provided that no more than 10% of a Portfolio's net assets be invested, in aggregate, in the units of CIS.
- 3.2** The CIS are prohibited from investing more than 10 per cent of net assets in other open-ended CIS.
- 3.3** When a UCITS invests in the units of other CIS that are managed, directly or by delegation, by the UCITS management company or by any other company with which the UCITS management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the UCITS investment in the units of such other CIS.
- 3.4** Where a commission (including a rebated commission) is received by the UCITS manager/investment manager/investment adviser by virtue of an investment in the units of another CIS, this commission must be paid into the property of the UCITS.

### **4 Index Tracking UCITS**

- 4.1** A UCITS may invest up to 20% of net assets in shares and/or debt securities issued by the same body where the investment policy of the UCITS is to replicate an index which satisfies the criteria set out in the UCITS Regulations and is recognised by the Central Bank
- 4.2** The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

### **5 General Provisions**

- 5.1** An investment company, or management company acting in connection with all of the CIS it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.
- 5.2** A UCITS may acquire no more than:
- (i) 10% of the non-voting shares of any single issuing body;
  - (ii) 10% of the debt securities of any single issuing body;
  - (iii) 25% of the units of any single CIS;
  - (iv) 10% of the money market instruments of any single issuing body.

NOTE: The limits laid down in (ii), (iii) and (iv) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments, or the net amount of the securities in issue cannot be calculated.

- 5.3** 5.1 and 5.2 shall not be applicable to:

- (i) transferable securities and money market instruments issued or guaranteed by a Member State or its local authorities;
- (ii) transferable securities and money market instruments issued or guaranteed by a non-Member State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more Member States are members;
- (iv) shares held by a UCITS in the capital of a company incorporated in a non-member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the UCITS can invest in the securities of issuing bodies of that State. This waiver is



applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6, and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below are observed.

(v) Shares held by an investment company or investment companies in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of units at unit-holders' request exclusively on their behalf.

- 5.4** UCITS need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments which form part of their assets.
- 5.5** The Central Bank may allow recently authorised UCITS to derogate from the provisions of 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for six months following the date of their authorisation, provided they observe the principle of risk spreading.
- 5.6** If the limits laid down herein are exceeded for reasons beyond the control of a UCITS, or as a result of the exercise of subscription rights, the UCITS must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its unitholders.
- 5.7** Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:
- transferable securities;
  - money market instruments;
  - units of CIS; or
  - financial derivative instruments.
- 5.8** A UCITS may hold ancillary liquid assets.

## **6 Financial Derivative Instruments ('FDIs')**

- 6.1** The UCITS global exposure relating to FDI must not exceed its total net asset value.
- 6.2** Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations/Guidance. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank UCITS Regulations.)
- 6.3** UCITS may invest in FDIs dealt in over-the-counter (OTC) provided that
- The counterparties to over-the-counter transactions (OTCs) are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.
- 6.4** Investment in FDIs are subject to the conditions and limits laid down by the Central Bank.

The Directors may, with the Central Bank's approval, permit a Portfolio to derogate from the investment restrictions listed above for a period of up to six (6) months from the date of authorisation, provided that the Portfolio continues to observe the principle of risk spreading during such period.

Without limitation, the Directors, in accordance with the requirements of the Central Bank, may adopt additional investment restrictions to facilitate the distribution of Shares to the public in a particular jurisdiction. In addition, the investment restrictions set out above may be changed from time to time by the Directors in accordance with a change in the applicable law and regulations in any jurisdiction in which Shares are currently offered, provided that the assets of the Portfolio, at all times, will be invested in accordance with the restrictions on investments set out in the UCITS Regulations. In the

event of any such addition to, or change in, the investment restrictions applicable to a Portfolio, a reasonable notification period will be provided by the Company to enable Shareholders to redeem their Shares prior to implementation of these changes. The Company will not amend such investment restrictions except in accordance with the requirements of the Central Bank and of the Irish Stock Exchange (for as long as the Shares are listed on the Irish Stock Exchange).

The Company shall also comply with the restrictions of the Irish Stock Exchange for so long as the Shares are listed on the Irish Stock Exchange, provided that any such restrictions are in addition to and do not override any sections in the UCITS Regulations. None of the investment restrictions may be amended without the consent of the Central Bank and no material changes may be made without the agreement of the Shareholders by way of Ordinary Resolution.

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## EFFICIENT PORTFOLIO MANAGEMENT

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The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations and described below.

Techniques and instruments which are used for the purpose of efficient portfolio management, including FDIs which are not used for direct investment purposes, shall be understood as a reference to techniques and instruments which fulfil the following criteria:

- (i) they are economically appropriate in that they are realised in a cost effective way;
- (ii) they are entered into for one or more of the following specific aims:
  - (a) reduction of risk;
  - (b) reduction of cost;
  - (c) generation of additional capital or income for a Portfolio with an appropriate level of risk taking into account the risk profile of the Portfolio as described in this Prospectus, the risk diversification rules set out in the UCITS Regulations;
- (iii) their risks are adequately captured by the risk management procedures implemented by the Manager; and
- (iv) they cannot result in a change to a Portfolio's declared investment objective or add substantial supplementary risks in comparison to the general risk policy as described in its sales documents.

While the use of such techniques and instruments will be in the best interests of the Company, individual techniques may result in increased counterparty risk and potential conflicts of interest. Details of the proposed efficient portfolio management techniques and policies adopted by the Manager in relation to their use by the Portfolios are set out below. Details of the relevant risks are set out in the "Certain Investment Risks" section of this Prospectus.

Any revenues from efficient portfolio management techniques not received directly by the Company, net of direct and indirect operational costs and fees (which do not include hidden revenue), will be returned to the relevant Portfolio. To the extent that the Company engages in securities lending in respect of a Portfolio it may appoint a securities lending agent which may receive a fee in relation to its securities lending activities. Any such securities lending agent shall be unrelated to the Manager, however, such securities lending agent may be an affiliate of the Depositary. Any operational costs arising from such securities lending activities shall be borne by the securities lending agent out of its fee.

The Company will ensure, at all times, that the terms of the techniques and instruments used, including any investment of cash collateral, will not impact on its ability to meet with its redemption obligations.

The annual report of the Company will contain details of (i) the counterparty exposure obtained through Portfolio Investment Techniques, (ii) counterparties to the Portfolio Investment Techniques, (iii) the type and amount of collateral received by the Portfolios to reduce counterparty exposure and (iv) revenues arising from Portfolio Investment Techniques for the reporting period, together with direct and indirect costs and fees incurred.

The techniques and instruments referred to may be utilised by the Investment Manager with the aim of reducing risk or cost for a Portfolio or for the generation of additional income or capital for the Portfolio with an appropriate level of risk. As a Portfolio may generally gain exposures by way of the techniques

described below using only a fraction of the assets that would be needed to purchase the relevant securities directly, the remainder of the Portfolio's assets may be invested in other types of securities. The Investment Manager may therefore seek to achieve greater returns by utilising the techniques described below and investing a Portfolio's remaining assets in other types of securities to add excess return.

## **USE OF FINANCIAL DERIVATIVE INSTRUMENTS**

The use of FDI (including without limitation, futures and options, exchange traded stock index contracts, exchange traded and non-exchange traded contracts for differences, total return swaps, credit default swaps, warrants, rights and convertible bonds) is permitted for efficient portfolio management purposes, subject to the general restrictions outlined under "Investment Restrictions" and in the "Investment Objective and Policies" section above. Although the Company may be leveraged as a result of its use of FDI, the risk management process in respect of the Company aims to ensure that on any day the value-at-risk of the Portfolio will be no greater than the limits set out in the "Investment Objective and Policies" section. This process is described in detail in the statement of risk management procedures of the Company.

The Company may, for the purposes of efficient portfolio management, enter into put and call options, spot and forward contracts, financial futures, repurchase and reverse repurchase agreements and securities lending agreements.

A Portfolio may also from time to time make use of exchange traded stock index and other futures contracts for the purpose of efficient portfolio management to enable it to maintain the appropriate exposure to stock markets in accordance with the Investment Manager's recommended overall asset allocation. The use of exchange traded stock index and other futures contracts by the Company will be subject to the conditions and limits laid down by the Central Bank under the UCITS Regulations.

A Portfolio may also from time to time make use of non-exchange traded contracts for differences and total return swaps for the purpose of efficient portfolio management to enable it to reduce the cost of buying, selling and holding equity investments. A "contract for differences" is a contract intended to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in an index or other factor designated for that purpose in the contract. Where a Portfolio undertakes a "total return swap" in respect of equities, financial indices, bonds or commodity indices, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The Company has filed an approved risk management process with the Central Bank in relation to the use of FDI by the Company. The Company will only use FDIs which are included in the risk management process approved by the Central Bank. The Prospectus and risk management process will be updated if new categories of FDI are contemplated in the future.

A Portfolio may from time to time make use of warrants, rights and convertible bonds with a view to more efficiently obtaining exposure to various investment instruments in accordance with the Portfolio's investment strategy. A "right" is a security which entitles the Portfolio to purchase new shares issued by the issuer at a predetermined price in proportion to the number of shares already held by the Portfolio. The use of "warrants" gives the Portfolio the right to subscribe to purchase securities in an issuer at a specific price within a specific timeframe. A "convertible bond" is a bond that can be converted into a predetermined amount of the issuer's equity at certain times during its life, usually at the discretion of the bondholder. A convertible bond would entitle the Portfolio to receive interest paid or accrued on debt or the dividend paid until the convertible security matures or is redeemed, converted or exchanged.

**To the extent that a Portfolio uses FDI, there may be a risk that the volatility of that Portfolio's Net Asset Value may increase.** However, none of the Portfolios are expected to have an above

average risk profile as a result of use of FDI and, although a Portfolio may be leveraged as a result of its use of FDI, the risk management process in respect of the Company aims to ensure that on any day the value-at-risk of the Portfolio will be no greater than the limits set out in the section headed "Investment Objective and Policies". Investors should refer to the section entitled "Investment Risks" for information in relation to the risks associated with the use of FDI.

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. In the event of any Portfolio proposing to use any types of FDI additional to those described above for efficient portfolio management purposes, the Company will notify the Central Bank in advance and the risk management process shall be amended to reflect this intention.

## **WHEN ISSUED AND FORWARD COMMITMENT SECURITIES**

A Portfolio may purchase securities on a "when-issued" basis and may purchase or sell securities on a "forward commitment" basis. The price, which is generally expressed in yield terms, is fixed at the time the commitment is made, but delivery and payment for the securities take place at a later date. When-issued securities and forward commitments may be sold prior to the settlement date, but a Portfolio will usually enter into when-issued and forward commitments only with the intention of actually receiving or delivering the securities or to avoid currency risk, as the case may be. No income accrues on securities which have been purchased pursuant to a forward commitment or on a when-issued basis prior to delivery of the securities. If the Portfolio disposes of the right to acquire a when-issued security prior to its acquisition or disposes of its right to deliver or receive against a forward commitment, the Portfolio may incur a gain or loss. The use of when-issued and forward commitment securities is subject to the investment restrictions and the restrictions on use of financial derivative instruments.

## **USE OF REPURCHASE/REVERSE REPURCHASE AGREEMENTS AND SECURITIES LENDING**

A Portfolio may enter into repurchase agreements under which it acquires securities from a seller (for example, a bank or securities dealer) who agrees, at the time of sale, to repurchase the security at a mutually agreed-upon date (usually not more than seven days from the date of purchase) and price, thereby determining the yield to the relevant Portfolio during the term of the repurchase agreement. The resale price reflects the purchase price plus an agreed upon market rate of interest which is unrelated to the coupon rate or maturity of the purchased security. A Portfolio may enter into reverse repurchase agreements under which it sells a security and agrees to repurchase it at a mutually agreed upon date and price. An investment by a Portfolio in repurchase and reverse repurchase agreements shall be subject to the conditions and limits set out in the UCITS Regulations.

Subject to the UCITS Regulations, a Portfolio may enter into repurchase agreements and reverse repurchase agreements ("repo contracts") only in accordance with normal market practice. Repo contracts and securities lending transactions do not constitute borrowing or lending for the purposes of the UCITS Regulations 103 and 111. A Portfolio may lend its securities to brokers, dealers and other financial institutions.

The following applies to repo contracts and securities lending arrangements entered into in respect of the Company and reflects the requirements of the Central Bank and is subject to changes thereto:

- (a) The Manager must have the right to terminate any securities lending arrangement which it has entered into at any time or demand the return of any or all of the securities loaned.
- (b) Repo contracts, securities borrowing or securities lending do not constitute borrowing or lending for the purposes of the UCITS Regulations.
- (c) Where repurchase agreements are entered into on behalf of the Company in respect of a Portfolio, the Company must be able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered. Fixed-term repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.

- (d) Where reverse repurchase agreements are entered into on behalf of a Portfolio, the Company must be able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the Net Asset Value. Fixed-term reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the Company.
- (e) Any interest or dividends paid on securities which are the subject of such securities lending arrangements shall accrue to the benefit of the relevant Portfolio.

Each Portfolio's exposure to securities financing transactions (total return swaps, repo contracts and securities lending arrangements) will be outlined in detail in the relevant Supplement.

To the extent that a Portfolio engages in total return swaps, repo contracts and securities lending arrangements, any permitted investments of a Portfolio may be subject to such transactions.

## MANAGEMENT OF COLLATERAL

Collateral obtained under a repo contract or securities lending arrangement or in respect of OTC FDIs ("Collateral") must at all times meet with the following criteria:

- (i) **Liquidity:** Collateral (other than cash) must be highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a robust price that is close to its pre-sale valuation. Collateral should comply with the provisions of Article 56 of the UCITS Directive;
- (ii) **Valuation:** Collateral must be capable of being valued on a daily basis and assets that exhibit high price volatility shall not be accepted as Collateral unless suitably conservative haircuts are in place. Collateral may be marked to market daily by the counterparty using its procedures, subject to any agreed haircuts, reflecting market values and liquidity risk and may be subject to daily variation margin requirements;
- (iii) **Issuer credit quality:** Collateral must be of high quality. In making such a determination, the Manager shall ensure that: (i) where the issuer is subject to a credit rating by an agency registered and supervised by the European Securities and Markets Authority ("**ESMA**"), that rating shall be taken into account by the Manager in the credit assessment process; and (ii) where an issuer is downgraded below the two highest short-term credit ratings from the credit rating agency referred to in (i) this shall result in a new credit assessment being conducted of the issuer without delay;
- (iv) **Correlation:** Collateral must 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;
- (v) **Diversification:**
  - (1) Subject to (2) below, collateral must be sufficiently diversified in terms of country, markets and issuers. Non-cash Collateral will be considered to be sufficiently diversified if the Portfolio receives from a counterparty a basket of Collateral with a maximum exposure to any one issuer of 20% of the Portfolio's net asset value. When the Portfolio is exposed to a variety of different counterparties, the various baskets of Collateral are aggregated to ensure exposure to a single issuer does not exceed 20% of net asset value.
  - (2) A Portfolio may be fully collateralised in different transferable securities and money market instrument 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. Any such Portfolio should receive securities from at least six different issues, but securities from any single issue should not account for more than 30% of the Portfolio's Net Asset Value. A Portfolio is able to accept transferable

securities and money market instruments issued or guaranteed by any EU Member State, its local authorities, non-EU Member States or public international body of which one or more EU Member States are members as collateral accounting for more than 20% of that Portfolio's Net Asset Value.

- (vi) **Immediately Available:** Collateral must be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

All assets received in respect of a Portfolio in the context of efficient portfolio management techniques will be considered as Collateral for the purposes of the UCITS Regulations and will comply with the criteria above. Risks linked to the management of Collateral, including operational and legal risks, are identified and mitigated by risk management procedures employed by the Company.

Where there is a title transfer, the Collateral received will be held by the Depositary, or its agent. For other types of collateral arrangement the Collateral may be held by a third party depositary which is subject to prudential supervision and which is unrelated and unconnected to the provider of the Collateral.

Until the expiry of the repo contract or securities lending arrangement, collateral obtained under such contracts or arrangements: must be marked to market daily; and is intended to equal or exceed the value of the amount invested or securities loaned. In the case of any FDI, the value of such collateral shall comply with the required limits set out at 2.9 under the "INVESTMENT POWERS AND RESTRICTIONS" section of this Prospectus.

#### **PERMITTED TYPES OF COLLATERAL**

In accordance with the above criteria, it is proposed that a Portfolio will accept the following types of Collateral in respect of Portfolio Investment Techniques:

- (i) cash;
- (ii) government or other public securities;
- (iii) certificates of deposit issued by an EU credit institution, a bank authorised in the remaining Member States of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein), a bank authorised by a signatory state, other than an EU Member State or a Member State of EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand ("Relevant Institutions");
- (iv) bonds/commercial paper issued by Relevant Institutions or by non-bank issuers where the issue or the issuer are rated A1 or equivalent;
- (v) letters of credit with a residual maturity of three months or less, which are unconditional and irrevocable and which are issued by Relevant Institutions; or
- (vi) equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United States, Jersey, Guernsey, the Isle of Man, Australia or New Zealand.

#### **ACCEPTABLE COUNTERPARTIES**

A Portfolio may only enter into OTC FDI, repo contracts and securities lending arrangements with counterparties in accordance with the requirements of the Central Bank UCITS Regulations where a credit assessment has been undertaken. Such counterparties will be entities with legal personality typically located in OECD jurisdictions. Where the counterparty is subject to a credit rating by any agency registered and supervised by ESMA, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay.

## **REINVESTMENT OF COLLATERAL**

Cash received as Collateral may not be invested or used other than as set out below:

- (i) placed on deposit with, or invested in certificates of deposit (which mature in no more than 12 months) issued by, Relevant Institutions;
- (ii) invested in high quality government bonds;
- (iii) used for the purpose of reverse repurchase agreements provided that the transactions are with credit institutions subject to prudential supervision and the Portfolio is able to recall at any time the full amount of cash on an accrued basis; or
- (iv) invested in short term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds.

Re-invested cash Collateral must be diversified in accordance with the diversification requirements applicable to non-cash Collateral. The Company must be satisfied, at all times, that any investment of cash Collateral will enable it to meet with its repayment obligations. Invested cash Collateral may not be placed on deposit with, or invested in securities issued by, the counterparty or a related entity.

Non-cash Collateral cannot be sold, pledged or re-invested.

## **STRESS TESTING POLICY**

In the event that a Portfolio receives Collateral for at least 30% of its net assets, it will implement a stress testing policy to ensure that regular stress tests are carried out under normal and exceptional liquidity conditions in order to allow it to assess the liquidity risk attached to Collateral.

## **HAIRCUT POLICY**

The Manager has implemented a haircut policy in respect of each class of assets received as Collateral. This policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the Collateral, the price volatility of the Collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. The value of the Collateral, adjusted in light of the haircut policy, shall equal or exceed, in value, at all times, the relevant counterparty exposure. The Manager shall ensure that each decision to apply or refrain from applying a haircut is documented.

## **EXPOSURE**

The risk exposures to a counterparty arising from OTC FDI transactions and efficient portfolio management techniques should be combined when calculating the counterparty risk limits set out in the section of the Prospectus entitled Investment Restrictions.

There are certain risks involved in efficient portfolio management activities and the management of collateral in relation to such activities, including the reinvestment of cash collateral. Please refer to the section of this Prospectus entitled "Certain Investment Risks" and "General – Conflicts of Interest" and, in particular but without limitation, the risk factors relating to "Repurchase and Reverse Repurchase Agreements", "Futures and Options Contracts and Hedging Strategies" and "Counterparty Risk Generally". These risks may expose investors to an increased risk of loss.

The use of efficient portfolio management techniques may impact positively or negatively on the performance of a Portfolio.

## **CURRENCY TRANSACTIONS**

The Base Currency of each Portfolio is set out in the relevant Supplement.



Each Portfolio may issue Share Classes denominated in a currency other than the Base Currency and details in respect of the currency of individual Share Classes are set out on the [Website](#).

### *Portfolio Hedging*

Each Portfolio is permitted to invest in securities denominated in a currency other than the Base Currency of the Portfolio and the Investment Manager may seek to hedge its investments against currency fluctuations which are adverse to the Base Currency of the relevant Portfolio by entering into hedging arrangements.

Subject to the restrictions imposed on the use of FDI described above and by the UCITS Regulations, each Portfolio may enter into various currency transactions, ie, forward foreign currency contracts, currency swaps, foreign exchange options or foreign currency exchange to protect against uncertainty in future exchange rates or to alter the exposure characteristics of transferable securities held by the Portfolio. Forward foreign currency contracts are agreements to exchange one currency for another - for example, to exchange a certain amount of GBP for a certain amount of EUR - at a future date. The date (which may be any agreed-upon fixed number of days in the future), the amount of currency to be exchanged and the price at which the exchange will take place are negotiated and fixed for the term of the contract at the time that the contract is entered into. Under the UCITS Regulations, uncovered positions in currency derivatives are not permitted however the Company may enter into currency derivative instruments for investment and efficient portfolio management purposes which are covered by liquid financial instruments.

Any such currency transactions must be used in accordance with the investment objective and policies of the Portfolio.

A Portfolio may “cross-hedge” one foreign currency exposure by selling a related foreign currency into the Base Currency of that Portfolio. Also, in emerging or developing markets, local currencies are often expressed as a basket of major market currencies such as USD, EUR or JPY. A Portfolio may hedge out the exposure to currencies other than its Base Currency in the basket by selling a weighted average of those currencies forward into the Base Currency.

### *Share Class Hedging*

A Class of Shares may be designated in a currency other than the Base Currency of the relevant Portfolio. In such circumstances adverse exchange rate fluctuations between the Base Currency of a Portfolio and the relevant Class currency may result in a decrease in return and/or a loss of capital for Shareholders. The Investment Manager may try to mitigate this risk by using any of the efficient portfolio management techniques and instruments, (including currency options and forward currency exchange contracts) set out herein, within the conditions and limits imposed by the Central Bank, to hedge the foreign currency exposure of such Classes into the Base Currency of the relevant Portfolio.

In accordance with the Naming Convention, the Investment Manager will seek to hedge the foreign currency exposure of all Share Classes which have a “H” appearing in the name.

In the case of Hedged Share Classes it may not always be possible to fully or accurately hedge all currency exposure back into the Base Currency of the relevant Portfolio and there is no guarantee that the exposure of the currency in which the Shares are denominated can be fully hedged against the Base Currency of the relevant Portfolio. While it is not the intention of the Investment Manager, over-hedged or under-hedged positions may arise due to factors outside the control of the Investment Manager. However, in no case will over-hedged positions be permitted to exceed 105% of the Net Asset Value of the particular Share Class and shall not fall short of 95% of the portion of the Net Asset Value of the relevant Share Class which is to be hedged against currency risk. The Investment Manager will monitor hedging and such monitoring will incorporate a procedure to ensure positions materially in excess of 100% will not be carried forward from month to month.

Investors should be aware that, while foreign exchange hedging will protect Shareholders against a decline in the Base Currency against their Class currency, this strategy may substantially limit Shareholders of the relevant hedged Class from benefiting if the Class currency falls against the Base Currency of the relevant Portfolio, and/or the currency/currencies in which the assets of the relevant

Portfolio are denominated. In such circumstances, Shareholders of the hedged Class may be exposed to fluctuations in the Net Asset Value per Shares reflecting the gains/loss on and the costs of the relevant financial instruments.

As foreign exchange hedging will be utilised for the benefit of a particular Share Class, its cost and related liabilities and/or benefits shall be for the account of that Share Class only. Accordingly, such costs and related liabilities and/or benefits will be reflected in the Net Asset Value per Share for Shares of any such Class. Transactions will be clearly attributable to the relevant Class and currency exposures of different currency Classes may not be combined or offset and currency exposure of the Portfolio's investments may not be allocated to separate Share Classes.

Where there is more than one hedged Class in a Portfolio denominated in the same currency (which is a currency other than the Base Currency of the relevant Portfolio) and it is intended to hedge the foreign currency exposure of such Classes into the Base Currency of the relevant Fund the Investment Manager may aggregate the foreign exchange transactions entered into on behalf of such hedged Classes and apportion the gains/loss on and the costs of the relevant financial instruments pro rata to each such hedged Class in the relevant Portfolio.

#### *Currency Exposure Share Classes*

The Portfolios may offer currency exposure Share Classes ('Currency Exposure Share Classes'). In the case of Currency Exposure Share Classes, the Investment Manager will seek to provide investors with the currency risk associated with the underlying investments of the Portfolio, or of an appropriate benchmark. This currency risk will not be hedged.

For example, if the relevant Portfolio or benchmark is invested 50% in securities denominated in the Base Currency of the sub-fund (e.g. EUR) and 50% in securities denominated in JPY, then the Investment Manager will seek to provide the currency exposure associated with the JPY denominated securities. Shareholders will be exposed to rises or falls in the value of JPY against EUR. Currency Exposure Share Classes may therefore generate greater or lesser risk, depending on the Base Currency of the Share Class and the currencies of the underlying investments of the relevant Portfolio or benchmark.

In accordance with the Naming Convention, the Investment Manager will seek to offer currency exposure for all Share Classes which have a "C" appearing in the name.

Currency Exposure Share Classes may have a significant exposure to the Base Currency of the Portfolio (if the relevant Portfolio's underlying assets are denominated in the Base Currency of the Portfolio) or may have little or no exposure to the Base Currency of the Portfolio (if the relevant Portfolio's underlying assets are denominated in a different currency). It should be noted that the currency exposure of the Currency Exposure Share Classes will vary over time and that currency gains and losses and corresponding returns may be more volatile than the non-Currency Exposure Share Classes in the same Portfolio.

Accordingly, Shareholders must bear in mind that investing via Currency Exposure Share Classes will impact their investment if the Currency Exposure Share Class currency rises or falls against the currency in which some or all of the investments of the relevant Portfolios are denominated. The impact of currency movement could result in a Currency Exposure Share Class materially underperforming the non-Currency Exposure Share Classes and Currency Exposure Share Classes in different currencies in the same Portfolio.

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## CERTAIN INVESTMENT RISKS

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Investment in the Company carries with it a degree of risk including, but not limited to, the risks referred to below. The investment risks described below are not purported to be exhaustive and potential investors should review this Prospectus in its entirety, and consult with their professional advisors, before making an application for Shares. Certain of the risks outlined below may be of more relevance to some Portfolios than others. Different risk considerations may apply to each Portfolio, and there can be no assurance that any Portfolio will achieve its investment objective. The Net Asset Value of Shares, and the income therefrom, may go down as well as up and investors may not get back the amount invested or any return on their investment.

Where there are different sales and redemption charges applying to Shares in any Portfolio, the difference at any one time between the sale and repurchase price of such Shares, taking into account such charging differentials, means that an investment in such a Portfolio should be viewed by an investor as a medium to long term investment.

There are certain investment risks which apply in relation to techniques and instruments which the Investment Manager may employ for efficient portfolio management purposes including, but not limited to, those described below. To the extent that the Investment Manager's expectations in employing such techniques and instruments are incorrect a Portfolio may suffer a substantial loss having an adverse effect on the Net Asset Value of the Shares.

The Company will, on request, provide supplementary information to Shareholders in a given Portfolio relating to any risk management methods to be employed by such Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments.

Whilst some of the risks outlined below will be more relevant to certain Portfolios, investors should ensure that they understand all the risks discussed in the Prospectus and the relevant Supplement, insofar as they relate to the Portfolio in which they wish to invest.

The following risk considerations detail particular risks associated with an investment in the Company, which investors are encouraged to discuss with their professional advisers. It does not purport to be a comprehensive summary of all of the risks associated with an investment in the Company.

### **General Risks**

#### ***Speculative Investment***

There can be no assurance that a Portfolio will achieve its investment objective. An investment in the Shares is not guaranteed or subject to principal or capital protection and investors could lose some or all of their investment. Both an investment in a Portfolio and the investments which the Portfolios propose to make are speculative. Furthermore, the Portfolios' investments may be subject to sudden, unexpected and substantial price movements (which may be influenced by factors such as changes in interest rates, currency exchange rate and economic and political events which are beyond the control of, and not predictable by, the Investment Manager). Unexpected and substantial price movements may lead to substantial fluctuations in the Net Asset Value per Share within a short period of time. Accordingly, an investment in the Shares should be made only by those persons who could afford to sustain a loss in such an investment. Regardless of the fact that the Investment Manager intends to manage a Portfolio diligently in pursuit of a Portfolio's investment objective, no guarantee or representation can be made that a Portfolio's investment objective and strategy will be successful, that the various investment strategies and trading strategies utilised will have low correlation with each other or that a Portfolio's returns will exhibit low correlation with an investor's traditional investment portfolio. The Portfolios may utilise a variety of investment techniques, each of which can involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which a Portfolio's investment portfolio may be subject.

### ***Operating and Performance History***

There can be no assurance that information on the Investment Manager or the investment strategies set out in the Prospectus and/or the respective Supplements, in the key investor information documents or elsewhere, including information on past performance, will be indicative of how the Shares will perform (either in terms of profitability or low correlation with other investments) in the future. The past performance of the Manager and the Investment Manager may not be construed as an indication of the future results of an investment in the Company. There can be no assurance that the Company will achieve its investment objective.

### ***Dependence on the Investment Manager***

The success of a Portfolio is significantly dependent upon the ability of the Investment Manager to develop and implement effectively the Portfolio's investment objectives. Except as otherwise discussed in the Prospectus and the relevant Supplement, investors will be relying entirely on the Investment Manager to conduct and manage the affairs of a Portfolio. Subjective decisions made by the Investment Manager may cause a Portfolio to incur losses or to miss profit opportunities on which it could otherwise have capitalised.

The performance of the Investment Manager is largely dependent on the talents and efforts of the personnel of the Investment Manager. The success of a Portfolio depends on Investment Manager's ability to identify and willingness to provide acceptable compensation to attract, retain and motivate talented investment professionals and other personnel. There can be no assurance that Investment Manager's investment professionals will continue to be associated with the Investment Manager throughout the life of one or more of the Portfolios and there is no guarantee that the talents of the Investment Manager's investment professionals could be replaced. The failure to attract or retain such investment professionals could have a material adverse effect on the Portfolios.

### ***Operational Risk***

The Company depends on the Investment Manager and its affiliates to develop appropriate systems and procedures to control operational risk. These systems and procedures may not account for every actual or potential disruption of the Company's operations. The Company's business is dynamic and complex. As a result, certain operational risks are intrinsic to the Company's operations, especially given the volume, diversity and complexity of transactions that the Company is expected to enter into daily. The Company's business is highly dependent on the ability of the Investment Manager and its affiliates to process, on a daily basis, transactions across numerous and diverse markets. Consequently, the Company relies heavily on the Investment Manager's financial, accounting and other data processing systems. The ability of such systems to accommodate an increasing volume, diversity and complexity of transactions could also constrain the ability of the Company to properly manage its portfolio. Systemic failures in the systems employed by the Investment Manager, the Depositary, the Administrator, and/or counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. These and other similar disruptions in operations may cause a Portfolio to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage.

### ***Trading and Settlement system risks***

Each Portfolio depends on the Investment Manager and its other service providers to develop and implement adequate systems for processing of each Portfolio's trading and settlement activities.

Further, the Investment Manager relies on systems and technology (and may rely on new systems and technology in the future) for various purposes including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and to generate risk management and other reports that are critical to oversight of a Portfolio's activities. Certain of the Investment Manager's operations processes will be dependent upon systems operated by third parties, including but not limited to executing brokers, prime brokers, the administrator of the

market counterparties and their sub-custodians as well as other service providers. These third-party programmes, systems and/or technology may be subject to certain limitations, including, but not limited to, those caused by computer "worms", viruses, power failures and/or other technology-related impairments. The Investment Manager's operations are highly dependent on each of these systems and technology and the successful operation of such systems and technology is often out of the Investment Manager's control. The failure of one or more systems and technology or the inability of such systems to satisfy the Investment Manager's current and evolving requirements could have a material adverse effect on the Portfolio. For example, systems failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, all or any of which may affect the ability of the Investment Manager to monitor and/or manage the investment portfolio and risks.

### ***Non-execution of Orders***

Orders may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, trading volume surges or systems failures attributable to the Investment Manager, the Investment Manager's counterparties, brokers, dealers, agents or other service providers. In such event, the Investment Manager might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, the Investment Manager might not be able to make such adjustment. As a result, the Portfolios would not be able to achieve the market position selected by the Investment Manager, which may result in a loss.

### ***Trade error risk***

The complex execution modalities operated by the Investment Manager and the speed and volume of trading invariably result in occasional trades being executed which, with the benefit of hindsight, were not required or intended by the execution strategy or occasional trades not being executed when they should have been. To the extent a trade error is caused by a counterparty, such as a broker, the Investment Manager generally, to the extent reasonable and practical, attempts to recover any loss associated with such trade error from such counterparty. To the extent a trade error is caused by the Investment Manager, a formalised process is in place for the documentation and resolution of such trade errors. Given the volume, diversity and complexity of transactions executed by the Investment Manager on behalf of each Portfolio, investors should assume that trade errors will occur on occasion. If such trade errors result in gains to the Portfolio(s), such gains will be retained by the Portfolio(s). However, if a trade error results in losses, they will be borne by the Investment Manager in accordance with its internal policies unless otherwise determined by the Directors.

### ***Breaches in Information Technology Security***

The Investment Manager and the Administrator maintain global information technology systems, consisting of infrastructure, applications and communications networks to support the Company's as well as its own business activities. These systems could be subject to security breaches such as 'cyber-crime' resulting in theft, a disruption in the ability to close out positions and the disclosure or corruption of sensitive and confidential information. Security breaches may also result in misappropriation of assets and could create significant financial and/or legal exposure for the Company. The Investment Manager and Administrator seek to mitigate attacks on their own systems but will not be able to control directly the risks to third-party systems to which it may connect. Any breach in security of the Investment Manager's or Administrator's systems could have a material adverse effect on the Investment Manager or the Administrator and may cause the Company to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage.

### ***Cash Management***

The Company may enter into arrangements by which cash not required by a Portfolio for trading purposes will be managed by the Investment Manager. Such arrangements may include the entry by a Portfolio into repurchase or reverse repurchase transactions and other cash management arrangements, including holding cash in bank accounts or secured or unsecured deposits, or investing such cash in corporate or government bonds, or such other instruments as deemed appropriate by the Investment Manager.

A repurchase transaction involves the sale of securities by a seller to a buyer for a purchase price, and an agreement for the seller to repurchase such securities on a mutually agreed future date for the same purchase price, plus interest at a negotiated rate. From the perspective of the buyer, the transaction is referred to as a reverse repurchase transaction, and involves buying securities against payment of a cash price, with the buyer agreeing to resell the securities at a future date, and the original seller agreeing to repurchase such securities at the same price, plus interest at a negotiated rate. Such transactions are economically equivalent to a cash loan collateralised by the securities.

The use of repurchase and reverse repurchase agreements by a Portfolio involves certain risks. For example, if the seller of securities to a Portfolio under a reverse repurchase transaction defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Portfolio will seek to dispose of such securities, which could involve costs or delays. The Portfolio may suffer a loss to the extent that the proceeds from the disposal of the underlying securities are less than the repurchase price due from the defaulting seller.

### ***Borrowing for operations***

The Portfolios may borrow money on a temporary basis for cash management purposes and to meet redemptions that would otherwise result in the premature liquidation of its investments. The use of short-term borrowing creates several additional risks for a Portfolio. If a Portfolio is unable to service the debt, a secured lender could liquidate the Portfolio's position in some or all of the financial instruments that have been pledged as collateral and cause the Portfolio to incur significant losses. The occurrence of other material defaults and other financing agreements, may trigger cross-defaults under the Company's agreements with other brokers, lenders, clearing firms or other counterparties, multiplying the materially adverse impact to the relevant Portfolio. The amount of debt which the Portfolios may have outstanding at any time may be large in relation to their assets. Consequently, the level of interest rates generally, and the rates at which the Portfolios can borrow particularly will affect the operating results of the Portfolios.

### ***Performance Fees***

The performance fees payable in respect of any Portfolio and described under the "*Fees and Expenses*" section of the Prospectus are based on the Net Asset Value per Share of a Class within the relevant Portfolio which includes net realised and net unrealised gains and losses as at each Calculation Date. Accordingly, a performance fee could be paid on unrealised gains which may never be realised. The performance fee attributable to the Shares is subject to additional risks as set forth in this Prospectus under the heading "*Fees and Expenses – Performance Fees*".

In the case of any Portfolio which charges a performance fee, investors should note that there will be no equalisation methods used for the purpose of determining the performance fee payable. There is a risk that a Shareholder redeeming Shares may still incur a performance fee in respect of the Shares, even though a loss in investment capital has been suffered by the redeeming Shareholder.

Performance fees may create an incentive for the Investment Manager to make investments which are riskier than would be the case in the absence of a fee based on performance.

### ***Effect of Substantial Redemptions***

Where Shareholders redeem their Shares in amounts which exceed the amount of cash or other liquid assets immediately available to fund such redemptions, a Portfolio may be required to liquidate additional assets to fund the redemption costs incurred. Several factors make substantial redemptions a risk factor for Shareholders. A Portfolio pursues a variety of investment strategies that take time to develop and implement. A Portfolio may not be able to readily dispose of such securities and, in some cases, may be prohibited by contractual or regulatory restrictions from disposing of such securities for a period of time. Substantial redemptions could be triggered by a number of events, including, for example, investment performance, changes in prevailing interest rates and financial market performance, transfer of investments to other funds with different fee rate arrangement, significant change in personnel or management of the Investment Manager, removal or replacement of the Investment Manager as the investment manager of a Portfolio, investor reaction to redemptions from other accounts managed by the Investment Manager or its affiliates ("Other Accounts"), legal or

regulatory issues that investors perceive to have a bearing on a Portfolio or the Investment Manager, or other factors. Actions taken to meet substantial redemption requests from a Portfolio (as well as similar actions taken simultaneously in Other Accounts) could result in prices of securities held by a Portfolio decreasing and in Company expenses increasing (e.g., transaction costs and the costs of terminating agreements). A Portfolio may be forced to sell its more liquid positions which may cause an imbalance in the portfolio that could adversely affect the remaining Shareholders. Substantial redemptions could also significantly restrict a Portfolio's ability to operate or manage its investment positions within its portfolio, including without limitation, obtain financing or derivatives counterparties needed for its investment and trading strategies, which would have a further material adverse effect on a Portfolio's performance.

### **Use of estimates for subscriptions and redemptions**

The Net Asset Value of the Shares may be based in part on estimated valuations which may prove to be inaccurate or valuations which contain significant discretionary factors. Where subscription and/or redemption prices are based on estimated Net Asset Values, it should be noted that such prices may not be revised if such estimates prove to be inaccurate. In the case that any subscriptions or redemptions are effected at prices based wholly or partly on estimates then, to the extent that these estimates are too high, net new subscriptions at this price will provide a benefit to continuing investors, to the detriment of applicants, and net new redemptions will cause continuing investors to suffer a dilution in the value of their shares, to the benefit of redeemers. If these estimates are too low, net new subscriptions at this price will cause continuing investors to suffer a dilution in the value of their shares, to the benefit of applicants and net new redemptions will provide a benefit to continuing investors, to the detriment of redeemers.

### ***Contingent Liabilities***

Under certain circumstances, a Portfolio may establish reserves and holdbacks for estimated accrued expenses, liabilities and contingencies which could reduce the amount of a distribution upon redemption.

### ***Fraud***

Of paramount concern for any investment is the possibility of material misrepresentation or omission on the part of a counterparty. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying an investment. The Investment Manager will rely upon the accuracy and completeness of representations made by counterparties to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Company may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

### ***Misconduct of Personnel of the Investment Manager and of Third Party Service Providers and Reliance on Third Party Service Providers***

The Company relies on a substantial number of personnel of the Investment Manager and its affiliates, counterparties and other service providers. Accordingly, risks associated with errors by such personnel are inherent in the business and operations of the Company. Misconduct by such personnel could cause significant losses to the Company and may include binding the Company to transactions that are not properly authorized, that present unacceptable risks or that conceal unsuccessful trading activities (which may result in unknown and unmanaged risks or losses). Losses could also result from misconduct by such personnel, including, for example, failing to recognize trades and misappropriating assets. In addition, such personnel may improperly use or disclose confidential information. Any misconduct by such personnel could result in litigation or serious financial harm to the Company, including limiting the Company's business prospects or future marketing activities. Although the Investment Manager has adopted measures to prevent and detect misconduct of its personnel and transact with reliable counterparties and third party service providers, such measures may not be effective in all cases.

The Company has no employees and the Directors have been appointed on a non-executive basis. The Company is therefore reliant upon the performance of third party service providers for their

executive functions. In particular the Manager, the Investment Manager and the Administrator will be performing services which are integral to the operation of the Company. Failure by any service provider to carry out its obligations to the Company in accordance with the terms of its appointment, including in circumstances where the service provider has breached the terms of its contract, could have a materially detrimental impact upon the operations of the Company.

### ***Lack of Negotiation***

The Investment Manager, the Distributor and the Manager have a common ownership structure and therefore the agreements between those parties have not been negotiated in the way in which agreements between arm's length parties may have been negotiated.

### ***Cash Collection Accounts***

Subscriptions monies received in respect of a Portfolio in advance of the issue of Shares will be held in the Cash Collection Account in the name of the Portfolio and will be an asset of the relevant Portfolio. Investors will be unsecured creditors of such Portfolio with respect to the amount subscribed until such Shares are issued, and will not benefit from any appreciation in the NAV of the Portfolio or any other shareholder rights (including distribution entitlement) until such time as Shares are issued. In the event of an insolvency of a Portfolio, there is no guarantee that the Portfolio or Company will have sufficient funds to pay unsecured creditors in full.

Payment by the Portfolio of redemption proceeds and distributions is subject to receipt by the Administrator of original subscription documents and compliance with all anti-money laundering procedures. Notwithstanding this, redeeming Shareholders will cease to be Shareholders, with regard to the redeemed Shares, from the relevant redemption date. Redeeming Shareholders and Shareholders entitled to distributions will, from the redemption or distribution date, as appropriate, be unsecured creditors of the Portfolio, and will not benefit from any appreciation in the NAV of the Portfolio or any other Shareholder rights (including further distribution entitlement), with respect to the redemption or distribution amount. In the event of an insolvency of the Portfolio during this period, there is no guarantee that the Portfolio will have sufficient funds to pay unsecured creditors in full. Redeeming Shareholders and Shareholders entitled to distributions should therefore ensure that any outstanding documentation and information is provided to the Administrator promptly. Failure to do so is at such Shareholder's own risk.

### ***Valuation methodologies may subject to significant subjectivity***

In certain circumstances, including extreme market conditions, where the Directors determine that it is appropriate to adjust the valuation of any investment in accordance with the valuation provisions set out in "Determination and Publication and Temporary Suspension of Net Asset Value" below and/or circumstances where a Portfolio invests in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market within one year (as contemplated by investment restriction 2.2 in the "Investment Powers and Restrictions" section hereof), the Administrator may rely on methodologies for calculating the value of assets in which the Portfolios invest that third parties supply. Such methodologies are advisory only but are not verified in advance by any third party, and the nature of some of the Portfolios' investments is such that the methodologies may be subject to significant subjectivity and little verification or other due diligence and may not comply with generally accepted accounting practices or other valuation principles. Any allegation or finding that such methodologies are or have become, in whole or in part, incorrect or misleading could have an adverse effect on the valuation of the relevant Portfolios.

### ***Lack of Secondary Market***

There is not expected to be a secondary market for Shares and accordingly, it is not anticipated that Shareholders will be able to dispose of their Shares in the Portfolios in this way. Shareholders will have the redemption rights set out in the "*Redemption, Conversion and Transfer of Shares – Redemption of Shares*" section of the Prospectus and the "*Redemption of Shares*" section of the relevant Supplement.



## **Risks relating to investments**

### ***Current Market Conditions and Governmental Actions***

The fixed income, equity, commodity and currency markets of the world have been marked by extreme uncertainty and volatility in recent years. Beginning in the fourth quarter of 2008, world financial markets experienced extraordinary market conditions, including, among other things, extreme losses and volatility in securities markets and the failure of credit markets to function. These events have largely been attributed to the combination of a real estate bubble and the securitization and deregulation of real estate mortgages in a way that made the risks of mortgage-backed securities difficult to assess. In reaction to these events, regulators in the U.K. and several other countries undertook unprecedented regulatory actions. Today, such regulators continue to consider and implement additional measures to stabilize and encourage growth in global financial markets. Nevertheless, it is uncertain whether the regulatory actions taken by regulators or any other regulatory actions will be able to prevent further losses and volatility in securities markets, or stimulate the credit markets.

The Company may be materially and adversely affected by the foregoing events, or by similar or other events in the future. In the long term, there may be significant new regulations that could limit the Company's activities and investment opportunities or change the functioning of capital markets, and there is the possibility the severe worldwide economic downturn could continue for a period of years. Consequently, the Company may not be capable of, or successful at, preserving the value of its assets, generating positive investment returns or effectively managing its risks.

### ***Involuntary disclosure risk***

In respect of certain Portfolios, the Investment Manager relies extensively on computer programmes, systems, technology, data and models to implement its execution strategies and algorithms. The Investment Manager's investment strategies, trading strategies and algorithms depend on its ability to establish and maintain an overall market position in a combination of financial instruments selected by the Investment Manager. There is a risk that the Investment Manager's proprietary algorithmic trading systems may not be able to adequately react to a market event without serious disruption. Further, trading strategies and algorithms may malfunction causing severe losses. While the Investment Manager has employed tools to allow for human intervention to respond to significant system malfunctions, it cannot be guaranteed that losses will not occur in such circumstances as unforeseen market events and disruptions and execution system issues.

### ***Limited diversification and risk management failures***

Except as described in the Prospectus and Supplements, including but not limited to the investment objective and policies sections relevant to the Portfolios, and the Investment Powers and Restrictions section of the Prospectus, the Company has no formal guidelines for diversification. As a result, the Portfolio could, to the extent permitted by applicable laws and the General Investment Guidelines and Restrictions become concentrated in a limited number of issues, types of financial instruments, industries, sectors, strategies, countries, or geographic regions, and any such concentration of risk may increase losses suffered by the Portfolio. This limited diversity could expose the Portfolio to losses disproportionate to market movements in general. Even when the Investment Manager attempts to control risks and diversify the portfolio, risks associated with different assets may be correlated in unexpected ways, with the result that the Portfolio faces concentrated exposure to certain risks. In addition, many pooled investment vehicles pursue similar strategies, which creates the risk that many funds would be forced to liquidate positions at the same time, reducing liquidity, increasing volatility and exacerbating losses. Although the Investment Manager attempts to identify, monitor and manage risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Many risk management techniques are based on observed historical market behaviour, but future market behaviour may be entirely different. Any inadequacy or failure in the Investment Manager's risk management efforts could result in material losses for the Company.

### ***Delay in receiving subscription monies***

In the light of the fact that subscription monies in respect of any Subscription Dealing Deadline are only due after the said Subscription Dealing Deadline, the adjustment of the investment exposure of the Portfolio in anticipation of the payment of said subscription monies is unavoidable. Whilst market practice suggests it to be a remote scenario, there may be circumstances where an investor fails to pay such subscription monies to the Portfolio for any reason. However, the performance of the Portfolio may be affected (positively or negatively) until the investment exposure can be adjusted. As such the Portfolio may be substantially over-exposed to the investment strategy (depending on the size of the amount of subscription monies in question relative to the Net Asset Value of the Portfolio) and whilst the Directors have the right to make an adjustment prior to the next Subscription Dealing Deadline in their sole, absolute discretion, in the ordinary course such adjustment will only be made on the next Subscription Dealing Deadline. This means that Shareholders will bear the full effects of any over-exposure until such adjustment to the investment exposure is next made and no extraordinary steps will be taken to mitigate this risk. Please note that there is no committed facility in place by which the effects of the failure by an investor to pay outstanding subscription monies would be mitigated. Should a transaction fail to settle, the Directors shall at their discretion be entitled to cancel the relevant Shares issued in relation to such transaction.

### ***Risks of Investments in Securities Generally***

An investment in the Company involves risks, including the risk that the entire amount invested may be lost. A Portfolio invests in and actively trades securities and other financial instruments using investment techniques with certain risk characteristics, including, without limitation, risks arising from the volatility of the equity markets, the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a Portfolio's investment objective will be achieved. A Portfolio may utilise such investment techniques as leverage and margin transactions, limited diversification and options and derivative trading, which practices can, in certain circumstances, increase the adverse impact to which a Portfolio may be subject.

### ***Investment Selection***

The Investment Manager may select investments on the basis of information and data filed by the issuers of such securities with various regulatory bodies or made directly available to the Investment Manager by the issuers of the securities and other instruments or through sources other than the issuers. Although the Investment Manager evaluates all such information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, the Investment Manager is not in a position to confirm the completeness, genuineness or accuracy of such information and data.

### ***Ramp-up Periods***

During a "ramp-up period" of a new strategy, a Portfolio may not be fully invested, in order to avoid impact on the relevant markets, which may result in a reduction in expected investment returns for the duration of this period.

### ***Competition; Availability of Investments***

Certain markets in which a Portfolio may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns. There can be no assurance that the Investment Manager will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organised to make such investments, which may result in increased competition to a Portfolio in obtaining suitable investments.

## ***Market Risk***

The Investments of each Portfolio are subject to normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that appreciation will occur. Each Portfolio will endeavour to maintain a diversified portfolio of Investments in accordance with the UCITS Regulations so as to reduce risk but the price of the Shares can go down as well as up and investors may not realise their initial investment.

Investing in underdeveloped countries, generally involves special risks. The value of investments in particular countries may be affected by a number of factors including changes in currency rates, exchange control regulations, expropriation or nationalisation of a company's assets, taxes, delays in settlement of transactions, changes in governmental economic or monetary policies or other political and economic factors. There may also be additional risks attendant to holding securities in sub-depositaries located in developing or emerging market countries.

Investments in emerging market countries may involve further risks in addition to those identified above for investments in international securities. Economies in emerging market countries generally are dependent heavily upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries in which they trade. There may be a lack of liquidity for emerging market securities; interest rates and relevant currency exchange rates may be more volatile; sovereign limitations on these investments may be more likely to be imposed; there may be significant balance of payment deficits; and their economies and markets may respond in a more volatile manner to economic changes than those of developed countries.

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require the Company to accept greater custodial risks than in developed countries in order to invest in such countries. Shareholders should note that settlement mechanisms in emerging market countries are generally less developed and reliable than those in more developed countries and that this, therefore, increases the risk of settlement default, which could result in substantial losses for the Company in respect to its investments in emerging market countries. In addition, the legal infrastructure and accounting, auditing and reporting standards in emerging market countries in which the Company may invest may not provide the same degree of information to investors as would generally apply in more developed markets. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed markets.

Investment in securities listed on Russian exchanges is subject to heightened risks. Political and economic instability may occur and is likely to have a greater impact on the securities markets and the economy in Russia. Foreign investment is affected by repatriation and currency convertibility. Adverse government policies and taxation laws may also have an impact on the Portfolio's investments. The legal and regulatory environment is sometimes uncertain and the standards of corporate governance, accounting, auditing and reporting standards may not provide the same degree of investor information and protection as would apply in more developed markets. Furthermore, the settlement, clearing, registration and custody procedures may be underdeveloped which increases the risk of error, fraud or default.

## ***Systemic Risk***

Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Portfolios interact on a daily basis.

## ***Interest and Exchange Rate Risks***

Fluctuations in interest rates may significantly affect the return derived from a Portfolio's investments, as well as the market values of, and the corresponding levels of gains or losses on, such investments.

Fluctuations in exchange rates could cause the value of investments made by Shareholders to increase or decrease. The Portfolios may have exposure to foreign exchange and/or interest rate risks. The Investment Manager may seek to mitigate its risks through hedging transactions. To the extent these hedging transactions are imperfect or are only placed over a portion of the target investment exposure, the relevant Shareholders will realise the resulting benefit or loss.

The Portfolios may hold assets that are denominated in currencies other than Base Currency of the relevant Portfolio and therefore will be exposed to currency risk and fluctuations in foreign exchange rates which can impact performance.

If the Shares of a Share Class of a Portfolio can be subscribed and redeemed in a currency other than the Base Currency of the Portfolio, a fluctuation in exchange rates could cause the value of an investment made by a Shareholder to diminish or increase irrespective of performance and therefore substantially impact the performance of such Share Class expressed in the corresponding Share Class currency. The Investment Manager may seek to mitigate such risks through hedging transactions such as treasury locks, forward contracts, futures contracts and cross-currency swaps. The cost and related liabilities and/or benefits related to the foreign exchange hedging will be reflected in the Net Asset Value per Share. It may not be practicable to adjust these hedging transactions to account for the changes in the foreign exchange exposure arising between two roll dates, in which case any losses caused by adverse movements of the exchange rate between the currency of a Share Class and the Base Currency of the Portfolio will be borne by the Shareholders of that Share Class. In addition, to the extent these hedging transactions are imperfect or are only placed over a portion of the foreign exchange exposure, the Shareholders of that Share Class will bear the resulting benefit or loss. There is no guarantee that it will be possible to remove all currency exposure.

Attention is further invited to the risk that with respect to the different currency Share Classes within a Portfolio, currency transactions for one Share Class may in extreme cases adversely affect the Net Asset Value of the other Share Classes within the relevant Portfolio since the single Share Classes do not constitute a legally independent portfolio. Through entering into the aforementioned hedging transactions, a Portfolio will become exposed to the credit of the counterparty to such transactions. In the event of a bankruptcy or insolvency of a counterparty, a Portfolio could experience delays in liquidating the position and incur fees and expenses by enforcing its rights. There is also a possibility that the above agreements and derivative techniques are terminated due, for instance, to bankruptcy, supervening illegality or change in the tax or accounting laws relative to those at the time the agreement was originated.

Investors should be also aware that currency fluctuations between the currency of the Share Class and the investors' currency of reference may adversely affect the value of an investment in a Portfolio.

To the extent unhedged, the value of a Portfolio's direct or indirect positions in investments in a currency other than the base currency of the Portfolio will fluctuate with exchange rates of the reference currency of the Portfolio as well as with the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the base currency of a Portfolio compared to the other currencies in which the relevant Portfolio makes investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of the relevant Portfolio's financial instruments in their local markets and may result in a loss to the relevant Portfolio. Conversely, a decrease in the value of the base currency of a Portfolio will have the opposite effect on a Portfolio's investments in a currency other than the base currency of the relevant Portfolio.

The Net Asset Value of each Portfolio will be computed in the Base Currency of such Portfolio whereas the Investments held for the account of such Portfolio may be acquired in other currencies. The value of the Investments of each such Portfolio, which may be designated in any currency, may rise and fall due to exchange rate fluctuations in respect of the relevant currencies against the Base Currency. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital. It may not be possible or practicable to successfully hedge against the consequent

currency risk exposure in all circumstances. A Class of Shares may be designated in a currency other than the Base Currency of the relevant Portfolio.

### ***Emerging Markets***

Some of the Portfolios may invest in investments in various markets, some of which may be considered as “emerging markets” or “frontier markets”. Many emerging markets or frontier markets are developing both economically and politically and may have relatively unstable governments and economies based on only a few commodities or industries. Many emerging market or frontier markets countries do not have firmly established product markets and companies may lack depth of management or may be vulnerable to political or economic developments such as nationalisation of key industries. Investments in companies and other entities in emerging markets or frontier markets and investments in emerging market or frontier market sovereign debt may involve a high degree of risk and may be speculative. The Investment Manager considers that frontier markets are similar to emerging markets. However, they have smaller and fewer companies, fewer investors and less trading than emerging markets. There is also less regulation, information on companies and transparency in frontier markets. It is generally expected that frontier markets will be the next generation of emerging markets.

Risks include: (i) greater risk of expropriation, confiscatory taxation, nationalisation, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) the relatively small current size of some of the markets for securities and other investments in emerging markets issuers and the current relatively low volume of trading, resulting in lack of liquidity and in price volatility; (iii) certain national policies which may restrict a Portfolio's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; (iv) the absence of developed legal structures governing private or foreign investment and private property; (v) the potential for higher rates of inflation or hyper-inflation; (vi) currency risk and the imposition, extension or continuation of foreign exchange controls; (vii) interest rate risk; (viii) credit risk; (ix) lower levels of democratic accountability; (x) differences in accounting standards and auditing practices which may result in unreliable financial information; (xi) different corporate governance frameworks; (xii) lack of quality, timing and reliability of official data published by governments or government agencies; and (xiii) political instability due to government or military intervention in decision making, terrorism, civil unrest, extremism, hostilities between neighbouring countries.

The emerging markets or frontier markets risks described above increase counterparty risks for those Portfolios invested in these markets. In addition, investor risk aversion to emerging markets or frontier markets can have a significant adverse effect on the value and/or liquidity of investments made in or exposed to such markets and can accentuate any downward movement in the actual or anticipated value of such investments which is caused by any of the factors described above.

Emerging markets or frontier markets are characterised by a number of market imperfections, analysis of which requires long experience in the market and a range of complementary specialist skills. These inefficiencies include: (i) the effect of politics on sovereign risk and asset price dynamics; (ii) institutional imperfections in emerging markets, such as deficiencies in formal bureaucracies and historical or cultural norms of behaviour at the level of individual economic factors; (iii) the fact that asset classes in emerging markets are still developing and the information driving markets is a small proportion of the available information, and underlying development and sovereign risk fundamentals may take days, months and sometimes years to impact asset prices; (iv) liquidity imperfections and the unpredictability of market concentration; and (v) information asymmetries, most typically the result of experience and local knowledge and the fact that some market participants have access to relevant market information that others do not. The Investment Manager will seek to take advantage of these market imperfections to achieve the investment objectives of the relevant Portfolios. It is not, however, guaranteed that it will be able to do so at any time.

In the recent past, the tax systems of some emerging markets or frontier markets countries have been marked by rapid change, which has sometimes occurred without warning and has been applied with retroactive effect. In these countries, a large national budget deficit often gives rise to an acute government need for tax revenues, while the condition of the economy has reduced the ability of potential taxpayers to meet their tax obligations. In some cases, there is widespread non-compliance

with tax laws, insufficient personnel to deal with the problem and inconsistent enforcement of the laws by the inexperienced tax inspectors.

In addition, the market practices in relation to settlement of securities transactions and custody of assets may not be as developed as in developed countries, increasing the risk of conducting transactions in those countries.

### ***Risks associated with investments in distressed debt***

A Portfolio may invest in obligors and issuers in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive problems, or in obligors and issuers that are involved in bankruptcy or reorganization proceedings. Among the problems involved in investments in troubled obligors and issuers is the fact that it may frequently be difficult to obtain full information as to the conditions of such obligors and issuers. The market prices of such investments are also subject to abrupt and erratic market movements and significant price volatility, and the spread between the bid and offer prices of such investments may be greater than normally expected. It may take a number of years for the market price of such investments to reflect their intrinsic value. Some of the investments held by a Portfolio may not be widely traded, and depending on the investment profile of a particular Portfolio, that Portfolio's exposure to such investments may be substantial in relation to the market for those investments. In addition, there may be no recognised market for some of the investments held in a Portfolio, with the result that such investments are likely to be illiquid. As a result of these factors, the investment objectives of the relevant Portfolio may be more difficult to achieve.

### ***Potential Illiquidity of Assets***

A Portfolio may make investments or hold trading positions in markets that are volatile and which may become illiquid. Timely divestiture or sale of trading positions can be impaired by decreased trading volume, increased price volatility, concentrated trading positions, limitations on the ability to transfer positions in highly specialised or structured transactions to which it may be a party, and changes in industry and government regulations. It may be impossible or costly for the Portfolio to liquidate positions rapidly in order to meet margin calls, withdrawal requests or otherwise, particularly if there are other market participants seeking to dispose of similar assets at the same time or the relevant market is otherwise moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise.

### ***Assumption of Business, Terrorism and Catastrophe Risks***

Opportunities involving the assumption by a Portfolio of various risks relating to particular assets, markets or events may be considered from time to time. A Portfolio's portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events and events that could adversely affect the health or life expectancy of people. These risks of loss can be substantial, could greatly exceed all income or other gains, if any, received by a Portfolio in assuming these risks and, depending on the size of the loss, could adversely affect the return of such Portfolio.

### ***Counterparty Risk Generally***

A Portfolio will have significant credit and operational risk exposure to its counterparties, which will require the Company to post collateral to support its obligations in connection with transactions involving forwards, swaps, futures, options and other derivative instruments. Additionally, for example, the Company may lend securities on a collateralised and an uncollateralised basis, from a Portfolio's portfolio.

Investments will normally be entered into between the Company and brokers as principal (and not as agent). Accordingly, the Company is exposed to the risk that brokers may, in an insolvency or similar event, be unable to meet its contractual obligations to the Company. Should any counterparty transacting with the Company become insolvent, any claim that the Company may have against such counterparties would ordinarily be unsecured.

Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the Net Asset Value of a Portfolio being less than if the Company had not entered into the transaction.

If one or more of the Company's counterparties were to become insolvent or the subject of liquidation proceedings, there exists the risk that the recovery of the Company's securities and other assets from such counterparty will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer.

In addition, the Company may use counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the Company's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the Company and its assets.

Investors should assume that the insolvency of any Company counterparty would result in a loss to the Company, which could be material.

Generally, the Company will not be restricted from dealing with any particular counterparties. The Investment Manager's evaluation of the creditworthiness of their counterparties may not prove sufficient. The lack of a complete and “foolproof” evaluation of the financial capabilities of the Company's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Company.

Regardless of the measures that the Company may implement to reduce counterparty credit risk there can be no assurance that a counterparty will not default or that the Company will not sustain losses on the transactions as a result. The Company will, however, ensure that it will not exceed the amount specified in the Investment Powers and Restrictions section of the Prospectus as the maximum risk exposure to any single such counterparty.

### ***Off-Exchange Transactions***

A Portfolio may enter into off-exchange transactions. Off-exchange contracts are not regulated and such contracts are not guaranteed by an exchange or clearing house. Consequently, trading in these contracts is subject to more risks than future or options trading on regulated exchanges, including, but not limited to, the risk that a counterparty will default on an obligation. Off-exchange transactions are also subject to legal risks, such as the legal incapacity of a counterparty to enter into a particular contract or the declaration of a class of contracts as being illegal or unenforceable.

### **Risks of Clearing Houses, Counterparties or Exchange Insolvency**

The liquidity of a secondary market in derivatives is subject to the risk of trading halts, suspensions, exchange or clearing house equipment failures, government intervention, insolvency of a brokerage firm, clearing house or exchange or other disruptions of normal trading activity.

### ***Leverage and Financing Arrangements***

The Company may borrow on a temporary basis and/or utilise various forms of leverage including leveraged or short positions under derivative instruments. While leverage presents opportunities for increasing total return, it has the effect of potentially increasing losses as well. Accordingly, any event which adversely affects the value of an investment would be magnified to the extent leverage is employed, and substantial losses may result from unwinding short positions.

As a general matter, the banks and dealers that provide financing to the Company for temporary borrowing purposes can apply essentially discretionary margin, haircut financing as well as security and collateral valuation policies. For example, should the financial instruments pledged to brokers to secure the Company's margin accounts decline in value, the Company could be subject to a "margin call", pursuant to which the Company must either deposit additional funds or financial instruments with the broker or suffer mandatory liquidation of the pledged financial instruments to compensate for the decline in value. In the event of a sudden drop in the value of the Company's portfolio, the Company might not be able to liquidate financial instruments quickly enough to satisfy their margin requirements. Increases in the amount of margin or similar payments could result in the need for trading activity at times and prices which could be disadvantageous to the Company.

As a consequence of leverage, interest expense may be material as a percentage of the assets of the Company. Interest expense could force a reduction in the exposure of the Shares to the relevant investment strategies. The use of such leverage means that even comparatively small losses, or insufficient profits to offset expenses, could rapidly deplete the capital available to the Company and reduce or eliminate its profit potential. Further fees relating to any financing arrangements (for temporary borrowing purposes) such as arrangement, commitment, minimum utilisation and renewal fees may also be payable. Changes by banks and dealers in such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or government, regulatory or judicial action, may result in large margin calls, loss of financing, forced liquidations of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants. The imposition of any such limitations or restrictions could compel the Company to liquidate all or part of its portfolio at disadvantageous prices, which may lead to a complete loss of the Company's equity.

There can be no assurance that the Company will be able to maintain adequate financing arrangements or avoid having to close out positions at losses which if held would have been profitable. There is also no assurance that any financing arrangement will be renewed and, if any financing arrangement in respect of the Shares is renewed, it may be renewed on less favourable terms. In particular, third parties may not be available to act as financing providers and the Man Group itself may face regulatory, commercial or other constraints, resulting in it not offering or renewing a financing arrangement. Additionally, any financing arrangement may be subject to early termination in accordance with its terms and may be terminated by a counterparty. A loss of, a termination of, or a reduction in, a financing arrangement may have the effect of causing the Company to reduce its overall investment exposure in respect of the Shares with a corresponding reduction in investment return expectations. The renewal of a financing arrangement might be subject to a change in terms of that financing arrangement including but not limited to a change in applicable interest margins.

### ***Single Region / Country / Industry***

Certain Portfolios may be specialist country-specific or geographic regional fund, the investment carries greater risk than a more internationally diversified portfolio.

These Portfolios may focus on single or a limited number of industries therefore, may be susceptible to greater risks and market fluctuations than investment in a broader range of investments covering different economic sectors

### ***Model and data risk***

In respect of certain Portfolios, the Investment Manager relies heavily on proprietary mathematical quantitative models (each a "**Model**" and collectively, "**Models**") and data developed both by the Investment Manager and those supplied by third parties (collectively, "**Data**") rather than granting trade-by-trade discretion to the Investment Manager's investment professionals. In combination, Models and Data are used to construct investment decisions, to value both current and potential investments (including, without limitation, for trading purposes, and for the purposes of determining the Net Asset Value of the Company), to provide risk management insights and to assist in hedging the Portfolio's positions and investments. Models and Data are known to have errors, omissions, imperfections and malfunctions (collectively, "**System Events**").



The Investment Manager seeks to reduce the incidence and impact of System Events, to the extent feasible, through a combination of internal testing, simulation, real-time monitoring, use of independent safeguards in the overall portfolio management process and often in the software code itself. Despite such testing, monitoring and independent safeguards, System Events will result in, among other things, the execution of unanticipated trades, the failure to execute anticipated trades, delays in the execution of anticipated trades, the failure to properly allocate trades, the failure to properly gather and organise available data, the failure to take certain hedging or risk reducing actions and/or the taking of actions which increase certain risk(s)—all of which may have a materially adverse effects on the Portfolios. System Events in third-party provided Data is generally entirely outside of the control of the Investment Manager. The research and modeling processes engaged in by the Investment Manager on behalf of its managed Portfolios is extremely complex and involves the use of financial, economic, econometric and statistical theories, research and modeling; the results of this investment approach must then be translated into computer code. Although the Investment Manager seeks to hire individuals skilled in each of these functions and to provide appropriate levels of oversight and employ other mitigating measures and processes, the complexity of the individual tasks, the difficulty of integrating such tasks, and the limited ability to perform "real world" testing of the end product, even with simulations and similar methodologies, raise the chances that Model code may contain one or more coding errors, thus potentially resulting in a System Event and further, one or more of such coding errors could adversely affect the Portfolios' investment performance.

The investment strategies of the Investment Manager are highly reliant on the gathering, cleaning, culling and performing of analysis of large amounts of Data. Accordingly, Models rely heavily on appropriate Data inputs. However, it is impossible and impracticable to factor all relevant, available Data into forecasts, investment decisions and other parameters of the Models. The Investment Manager will use its discretion to determine what Data to gather with respect to each Investment Strategy and what subset of that Data the Models take into account to produce forecasts which may have an impact on ultimate investment decisions. In addition, due to the automated nature of Data gathering, the volume and depth of Data available, the complexity and often manual nature of Data cleaning, and the fact that the substantial majority of Data comes from third-party sources, it is inevitable that not all desired and/or relevant Data will be available to, or processed by, the Investment Manager at all times. Irrespective of the merit, value and/or strength of a particular Model, it will not perform as designed if incorrect Data is fed into it which may lead to a System Event potentially subjecting the Portfolio to a loss. Further, even if Data is input correctly, "model prices" anticipated by the Data through the Models may differ substantially from market prices, especially for financial instruments with complex characteristics, such as derivatives, in which the Portfolios may invest.

Where incorrect or incomplete Data is available, the Investment Manager may, and often will, continue to generate forecasts and make investment decisions based on the Data available to it. Additionally, the Investment Manager may determine that certain available Data, while potentially useful in generating forecasts and/or making investment decisions, is not cost effective to gather due to, among other factors, the technology costs or third-party vendor costs and, in such cases, the Investment Manager will not utilise such Data. The Investment Manager has full discretion to select the Data it utilises. The Investment Manager may elect to use or may refrain from using any specific Data or type of Data in generating forecasts or making trading decisions with respect to the Models. The Data utilised in generating forecasts or making trading decisions underlying the Models may not be (i) the most accurate data available or (ii) free of errors. The Data set used in connection with the Models is limited. The foregoing risks associated with gathering, cleaning, culling and analysis of large amounts of Data are an inherent part of investing with a quantitative, process-driven, systematic adviser such as the Investment Manager.

When Models and Data prove to be incorrect, misleading or incomplete, any decisions made in reliance thereon expose the Company to potential losses and such losses may be compounded over time. For example, by relying on Models and Data, the Investment Manager may be induced to buy certain investments at prices that are too high, to sell certain other investments at prices that are too low, or to miss favourable opportunities altogether. Similarly, any hedging based on faulty Models and Data may prove to be unsuccessful and when determining the Net Asset Value of the Portfolio, any valuations of the Portfolio's investments that are based on valuation Models may prove to be incorrect.

In addition, Models may incorrectly forecast future behaviour, leading to potential losses on a cash flow and/or a mark-to-market basis. Furthermore, in unforeseen or certain low-probability scenarios (often involving a market event or disruption of some kind), Models may produce unexpected results which may or may not be System Events.

Errors in Models and Data are often extremely difficult to detect, and, in the case of Models, the difficulty of detecting System Events may be exacerbated by the lack of design documents or specifications. Regardless of how difficult their detection appears in retrospect, some System Events may go undetected for long periods of time and some may never be detected. Finally, the Investment Manager will detect certain System Events that it chooses, in its sole discretion, not to address or fix, and the third party software will lead to System Events known to the Investment Manager that it chooses, in its sole discretion, not to address or fix. The degradation or impact caused by these System Events can compound over time. The Investment Manager generally will not perform a materiality analysis on the potential impact of a System Event. The Investment Manager believes that the testing and monitoring performed on Models will enable the Investment Manager to identify and address those System Events that a prudent person managing a quantitative, systematic and computerised investment programme would identify and address by correcting the underlying issue(s) giving rise to the System Events, however there is no guarantee of the success of such processes. Investors should assume that System Events and their ensuing risks and impact are an inherent part of investing with a process-driven, systematic investment manager such as the Investment Manager. Accordingly, the Investment Manager does not expect to disclose discovered System Events to its investors.

The Portfolios will bear the risks associated with the reliance on Models and Data including bearing all losses related to System Events.

### ***Obsolescence risk***

The Investment Manager is unlikely to be successful in the deployment of its quantitative, systematic, investment strategies unless the assumptions underlying the Models are realistic and either remain realistic and relevant in the future or are adjusted to account for changes in the overall market environment. If such assumptions are inaccurate or become inaccurate and are not promptly adjusted, it is likely that the Models will not generate profitable trading signals. If and to the extent that the Models do not reflect certain relevant factors, and the Investment Manager does not successfully address such omission through its testing and evaluation by modifying the Models accordingly, major losses may result—all of which will be borne by the Portfolios. The Investment Manager will continue to test, evaluate and add new Models which may lead to the existing Models being modified from time to time. Investors will not be informed of nor will approve the addition, modification or removal of the Models and investment strategies. There can be no assurance as to the effects (positive or negative) of any changes including additions, modifications and removal of the Models or Investment Strategies on a Portfolio's performance.

### ***Crowding/convergence***

There is significant competition among quantitatively-focused managers and the ability of the Investment Manager to deliver returns that have a low correlation with global aggregate equity markets and other hedge funds is dependent on its ability to employ Models that are simultaneously profitable and differentiated from those employed by other managers. To the extent that the Investment Manager is not able to develop sufficiently differentiated Models, the Company's investment objective may not be met, irrespective of whether the Models are profitable in an absolute sense. In addition, to the extent that the Models come to resemble those employed by other managers, there is an increased risk that a market disruption may negatively affect predictive Models such as those employed by the Company, as such a disruption could accelerate reductions in liquidity or rapid re-pricing due to simultaneous trading across a number of funds utilising Models (or similar quantitatively focused investment strategies) in the marketplace.

### ***Hedging Transactions***

The Investment Manager is not required to attempt to hedge portfolio positions in a Portfolio. Furthermore, the Investment Manager may not anticipate a particular risk so as to hedge against it. A Portfolio may utilise a variety of financial instruments (including options and other derivatives), both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of a Portfolio's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealised gains in the value of a Portfolio's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in a Portfolio's portfolio; (v) hedge the interest rate or currency exchange rate on any of a Portfolio's liabilities or assets; (vi) protect against any increase in the price of any securities a Portfolio anticipates purchasing at a later date; or (vii) for any other reason that the Investment Manager deems appropriate.

The success of the Investment Manager's hedging strategy is subject to the Investment Manager's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the instances when the Investment Manager hedges portfolio positions in a Portfolio is also subject to the Investment Manager's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While a Portfolio may enter into certain hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a Portfolio than if they had not engaged in any such hedging transactions. For a variety of reasons, the Investment Manager may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a Portfolio from achieving the intended hedge or expose a Portfolio to risk of loss. The successful utilisation of hedging and risk management transactions requires skills complementary to those needed in the selection of a Portfolio's portfolio holdings.

#### ***Futures and Options Contracts and Hedging Strategies***

Each Portfolio may use futures and options for efficient portfolio management and to attempt to hedge or reduce the overall risk of its investments or for investment purposes as outlined in the section headed "*Investment Objective and Policies*" of the Prospectus and the "*Portfolio Specific Information*" section of the respective Supplement. A Portfolio's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including: (i) dependence on the Investment Manager's ability to predict movements in the price of securities being hedged and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies in the relevant Portfolio; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty (see "Counterparty Risk"); (v) the degree of leverage inherent in futures trading, i.e., the low margin deposits normally required in futures trading means that futures trading may be highly leveraged; and (vi) possible impediments to effective portfolio management or the ability to meet repurchase requests or other short-term obligations because of the percentage of a Portfolio's assets segregated to cover its obligations. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the Company.

#### ***Risk management activities may adversely affect the return on a Portfolio's investments***

When managing its exposure to market risks, a Portfolio may from time to time use forward contracts, options, swaps, credit default swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments to limit exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. The success of any hedging or other derivative transactions generally will depend on the ability to correctly predict market changes, the degree of correlation between price movements of a derivative instrument, the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while a Portfolio may enter into a transaction in order to reduce exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases. A Portfolio might seek to implement

a complex hedging strategy by taking exposure to a commodity index where the index relates to a particular security or sector in which the Portfolio has invested. For example, the Portfolio may seek to take exposure to an oil index in circumstances where the Portfolio has invested in securities of companies within the airline or general transport sectors. While the underlying commodity index may have a bearing on the performance of such issuers, there can be no guarantee that they will bear a correlation or that a fall in value of a particular security or sector would be offset by a rise in the given commodity index and Shareholders should note that such a strategy may increase the risk profile of a Portfolio.

### ***Due Diligence Process***

Before making investments, the Investment Manager will conduct due diligence that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence, the Investment Manager may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Investment Manager will rely on the resources available to it, including information provided by the target of the investment and, in some circumstances, third-party investigations. The due diligence investigation that the Investment Manager will carry out with respect to any investment opportunity may not reveal or highlight certain facts that could adversely affect the value of the investment.

### ***Equities***

The Portfolios may invest in equity securities and equity derivatives. The value of these financial instruments generally will vary with the performance of the issuer and movements in the equity markets. As a result, the Portfolios may suffer losses if they invest in equity instruments of issuers whose performance diverges from the Investment Manager's expectations or if equity markets generally move in a single direction and the Portfolio has not hedged against such a general move. The Portfolios also may be exposed to risks that issuers will not fulfil contractual obligations such as, in the case of convertible securities, delivering marketable common stock upon conversions of convertible securities and registering restricted securities for public resale.

### ***Underlying Funds***

The Portfolios may invest part or all their assets in regulated collective investment schemes, including in other Portfolios of the Company, or other pooled vehicles managed by the Investment Manager and/or other members of the Man Group plc group of companies and/or independent investment managers. In addition, investors in the Company would be subject to fees (except those fees which are attributable to a member of the Man Group plc group of companies, in the case of funds so managed) both at the level of the Company and at the level of the underlying fund. Should an underlying fund through which the Company directly or indirectly invests fail for any reason (including, but not limited to, failures relating to fraud, operations, valuations or the custody of assets) the Net Asset Value per Share may reduce accordingly.

### ***Exchange Traded Funds ("ETFs")***

The Portfolios may invest in ETFs, which are shares of publicly-traded unit investment trusts, open-ended funds, or depository receipts that seek to track the performance and dividend yield of specific indexes or companies in related industries. These indexes may be either broad-based, sector, or international. However, ETF shareholders are generally subject to the same risk as holders of the underlying securities they are designed to track. ETFs are also subject to certain additional risks, including, without limitation, the risk that their prices may not correlate perfectly with changes in the prices of the underlying securities they are designed to track, and the risk of trading in an ETF halting due to market conditions or other reasons, based on the policies of the exchange upon which the ETF trades. In addition, the Portfolios may bear, along with other shareholders of an ETF, its pro rata portion of the ETF's expenses, including management fees. Accordingly, in addition to bearing their proportionate share of the Portfolio's expenses (i.e. the management fee and operating expenses),

Shareholders may also indirectly bear similar expenses of an ETF, which can have a material adverse effect on the return on capital of the Portfolio.

### **Debt Securities**

The Company may invest in corporate and government debt securities and instruments, and may take short positions in these securities. The Company may invest in these securities when they offer opportunities for capital appreciation (or capital depreciation in the case of short positions) and may also invest in these securities for temporary defensive purposes and to maintain liquidity. Debt securities include, among others: bonds, notes and debentures issued by corporations; debt securities issued or guaranteed by a sovereign government; municipal securities; and mortgage-backed securities (MBS) and asset backed securities (ABS), including securities backed by collateralised debt obligations (CDO). The Company may also be exposed to the underlying credit worthiness of corporations, municipalities and sovereign states (among others) by the use of credit default swaps (CDS), as described in "*Derivative instruments generally*", and "*Swaps*" below. These securities may pay fixed, variable or floating rates of interest, and may include zero coupon obligations.

Debt securities are subject to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations (i.e. credit risk) and are subject to price volatility resulting from, among other things, interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (i.e. market risk). An economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

The Company may invest in both investment grade debt securities and non-investment grade debt securities (commonly referred to as junk bonds), as well as unrated debt securities. Non-investment grade debt securities in the lowest rating categories and unrated debt securities may involve a substantial risk of default or may be in default. Adverse changes in economic conditions or developments regarding the individual issuer are more likely to cause price volatility and weaken the capacity of the issuers of non-investment grade debt securities to make principal and interest payments than issuers of higher grade debt securities. Moreover, the market for lower grade debt securities may be thinner and less active than for higher grade debt securities.

The financial crisis demonstrated that even securities backed by very large pools of assets may be subject to volatility where markets may be subject to volatility levels which are higher than might ordinarily be expected. Pre-crisis, debt securities backed by CDOs were considered to be low-risk instruments, as historical statistics appeared to demonstrate that cash flows from a sufficiently large pool of assets, such as credit card debts or mortgage debts, should be highly stable. Accordingly, ratings agencies frequently assigned investment grade ratings to these securities and, in many cases, "AAA" or equivalent ratings. In spite of such high ratings, during the financial crisis, the holders of many of these debt securities suffered significant losses due, among other factors, to statistically unprecedented levels of defaults by underlying debtors. There can be no assurance that, in comparable markets, MBS or ABS held by the Company would not be subject to similar losses.

Where the Company invests in MBS and other debt securities secured by real estate, it will be exposed to the fluctuations and cycles in value which are characteristic of real estate markets, as well as specific risks including, among others: adverse changes in national or international economic conditions; changes in supply of or demand for properties; the financial condition of tenants, buyers and sellers of properties; changes in the availability of debt financing; changes in interest rates, exchange rates, real estate tax rates and other operating expenses; and government actions including potential regulations on rent control, environmental laws and regulations, real estate laws and regulations, zoning and planning laws, regulations and other rules and fiscal policies.

### **Futures**

The value of futures depends upon the price of the financial instruments, such as equity securities, underlying them. The prices of futures are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, investments in futures are

also subject to the risk of the failure of any of the exchanges on which the Company's positions trade or of its clearing houses or counterparties.

Futures positions may be illiquid because certain exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits". Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Company from promptly liquidating unfavourable positions and subject the Company to substantial losses or prevent it from entering into desired trades. In extraordinary circumstances, a futures exchange or other regulator could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

The price of stock index futures contracts may not correlate perfectly with the movement in the underlying stock index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, shareholders may close futures contracts through offsetting transactions that would distort the normal relationship between the index and futures markets. Secondly, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause price distortions. Successful use of stock index futures contracts by the Company also is subject to the Investment Manager's ability to correctly predict movements in the direction of the market.

### ***Options***

The Company may incur risks associated with the sale and purchase of call options and/or put options.

The seller (writer) of a call option, which is covered (i.e. the writer holds the underlying security), assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option.

The seller (writer) of a put option which is covered (i.e. the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

### ***Forward Contracts***

The Company may make extensive use of forward contracts. Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may be used by the Company for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the base currency of the relevant Portfolio. As is the case for any attempt at hedging downside risk, there is a risk that there is an imperfect correlation between the value of the securities and the forward contracts entered into with respect to those holdings resulting in an unprotected loss. Forward contracts may also be used for investment, non-hedging purposes to

pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. However, certain forward currency exchange contracts are regulated as swaps by the CFTC and are being voluntarily traded on swap execution facilities. To the extent the Investment Manager's swap counterparty is a US person (for the purposes of the CFTC's swap regulations), some of these contracts may be required to be centrally cleared by a regulated US clearinghouse, and may be required to be traded on regulated exchanges or execution facilities in the future. See 'Enhanced regulation of the OTC derivatives markets', below. Interbank forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. As in the case of a futures contract, a forward usually only requires a much smaller amount of margin to be provided relative to the economic exposure which the forward contract provides to the relevant investment; it creates a 'gearing' or 'leverage' effect. This means that a small margin payment can lead to enhanced losses as well as enhanced gains. It also means that a relatively small movement in the underlying instrument can lead to a much greater proportional movement in the value of the forward contract. The principals who deal in the forward markets are not required to continue to make markets in the currencies they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets, particularly the currency markets, due to unusually high trading volume, political intervention, market dislocations, unanticipated third country events affecting the underlying asset, unscheduled holidays and market closures or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of the Company. Market illiquidity or disruption could result in major losses to the Company.

### ***Contracts for Difference ("CFD")***

A contract for difference is a contract between two parties, buyer and seller, stipulating that the seller will pay the buyer the difference between the current value of an asset (a security, instrument, basket or index) and its value at contract time. If the difference is negative then, instead, the buyer pays instead to the seller. Contracts for differences allow investors to take synthetic long or synthetic short positions with a variable margin, which, unlike futures contracts, have no fixed expiry date or contract size. Unlike shares, with CFDs the buyer is potentially liable for far more than the amount they paid on margin.

### ***Swap Agreements***

A Portfolio may enter into swap transactions. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. The use of total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions or any other similar transactions, whether referencing fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions) is a highly specialised activity that involves investment techniques and risks different from those associated with ordinary securities transactions. Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. Accordingly, the Company's risk of credit loss may be the amount of interest payments it is entitled to receive on a net basis. As swap transactions are not typically fully funded, a

payment of margin is often required by the counterparty. Where a trade is 'in the money', a Portfolio is further exposed to the creditworthiness of the counterparty until any excess margin is returned.

Swap agreements are currently principal-to-principal transactions in which performance is the responsibility of the individual counterparty and not an organised exchange or clearinghouse. As such, a Portfolio is exposed to the risk of counterparty default and counterparty credit risk. In addition, the margin rate associated with the transaction is often at the discretion of the Portfolio's counterparty, which may result, in certain circumstances, in an unexpectedly large margin call and an associated liquidity drain for the Portfolio. However, global regulators have recently moved to more closely regulate the over-the-counter market, and accordingly will require that a substantial portion of over-the-counter swaps be executed in regulated markets, submitted for clearing through regulated clearinghouses, and subject to mandated margin requirements. It is unclear as to how effective this regulatory change will be at reducing counterparty risk and increasing the efficiency of the market. The future costs associated with such trades and the liquidity impact of providing collateral is also uncertain and may be significantly more than is currently the case, thereby potentially reducing returns. In addition, a swap transaction is a contract whose value is derived from another underlying asset. As such, a move in the price of the underlying asset can, due to the embedded leverage in the swap, magnify any gains or losses resulting from the transaction. As is the case with any derivative transaction, the counterparty hedge-based pricing and funding costs on entry and exit may be more costly than buying the underlying reference asset directly. Moreover, the Investment Manager's forecasts of market values, interest rates, and currency exchange rates may be inaccurate and may result in overall investment performance results that are worse than the results that would have been achieved if the Portfolio did not engage in swap transactions.

### ***OTC Derivative Instruments and Counterparty Risk***

In general there is less governmental regulation and supervision of transactions in the OTC markets than in organised stock exchanges. Many of the protections afforded to transactions on organised exchanges, such as the performance guarantee of an exchange clearing house may not exist for OTC transactions. Therefore there is a risk of counterparty default. To mitigate this risk, the Company must contract with counterparties which meet the UCITS requirements and may use preferred counterparties which it believes to be creditworthy and may reduce the exposure incurred in connection with such transactions through the use of a letter of credit or collateral. However, there can be no guarantee that a counterparty will not default, or that the Company will not sustain losses as a result.

The Investment Manager will continuously assess the credit or counterparty risk as well as the potential risk which, for trading activities, is the risk resulting from adverse movements in the level of volatility of market prices and the Investment Manager will assess the hedging effectiveness on an ongoing basis. The Investment Manager will define specific internal limits applicable to these kinds of operations and monitor the counterparties accepted for these transactions.

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

The Company will be exposed to credit risk on the counterparties with which it trades in relation to non-exchange traded forwards and options, interest rate swaps as well as any other "over-the-counter" transaction. Such instruments are not afforded the same protections as may apply to participants trading futures or options on organised exchanges, such as the performance guarantee of an exchange clearing house. Non-exchange traded futures and options are agreements specifically tailored to the needs of an individual investor which enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the



specific company or firm involved in the transaction rather than a recognised exchange and accordingly the insolvency, bankruptcy or default of a counterparty with which the Company trades such options or contracts for difference could result in substantial losses to the Company. The participants in "over-the-counter" or "interdealer" markets are typically not subject to the regulatory oversight to which members of "exchange-based" markets are subject. The lack of oversight of over-the-counter markets may expose the Company to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Company to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Company has concentrated its transactions with a single or small group of counterparties. If there is a default by the counterparty to a transaction, the Company will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in the Net Asset Value of the relevant Portfolio being less than if the Portfolio had not entered into the transaction.

### ***Repurchase and Reverse Repurchase Agreements***

In the event of the insolvency, bankruptcy or default of the seller under a repurchase agreement, the Company may experience both delays in liquidating the underlying securities and losses, including the possible decline in the value of securities, during the period while it seeks to enforce its rights thereto, possible sub-normal level of income and lack of access to income during the period and expenses in enforcing its rights.

### ***Fixed Income Securities***

Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The fixed-income securities in which each Portfolio may well invest are interest rate sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. The performance of each Portfolio will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilise appropriate strategies to maximise returns, while attempting to minimise the associated risks to investment capital.

### ***Lower Rated Securities***

Lower rated or unrated securities may have a higher yield than securities rated "A1" or better by Moody's or "A" or better by S&P but are more likely to react to developments affecting market and credit risk than such higher rated securities, which primarily react to movements in the general level of interest rates. Lower rated or unrated securities are generally subject to a greater default risk than such higher rated securities. An economic downturn or a period of rising interest rates could adversely affect the market for these securities and impact the liquidity and reduce a Portfolio's ability to sell these securities. The market for lower rated or unrated securities may be thinner and less active than that for higher quality securities which can adversely affect the price at which securities can be sold. To the extent that there is no regular secondary market trading for certain lower rated or unrated securities, there may be difficulties in valuing such securities and in turn a Portfolio's assets.

### ***Derivative Instruments Generally***

Each Portfolio may enter into swaps and other derivative instruments, such as credit derivatives. These swaps, options and other derivative instruments are subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty (see "Counterparty Risk" above), legal risk, and operations risk. These instruments may produce an unusually or unexpectedly high amount of losses. In addition, a Portfolio may, in the future, take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available. A Portfolio may not use such other derivative instruments until the conditions for their use have been included in the Risk Management Process of the Company and have been

submitted to and approved by the Central Bank. Special risks may apply in the future that cannot be determined at this time. The regulatory and tax environment for derivative instruments in which the Portfolios may participate is evolving, and changes in the regulation or taxation of such securities may have a material adverse effect on the Portfolios.

A Portfolio may also use derivative instruments to take short positions in some investments. Should the value of such investments increase, it will have a negative impact on the Portfolio's value. In extreme market conditions, the Portfolio may be faced with theoretically unlimited losses. Such extreme market conditions could mean that Shareholders could, in certain circumstances, face minimal or no returns, or may even suffer a loss on their investments.

There is no assurance that the objectives of this strategy will be achieved, or specifically that the long positions will not decrease in value and the short positions will not increase in value, causing the fund losses on both components of the transaction. Many jurisdictions have recently imposed restrictions and reporting requirements on short selling. In particular, in autumn of 2008, the SEC temporarily suspended short selling on stocks of over 950 publicly traded companies while as a result of significant volatility in the financial markets in the summer of 2011, various jurisdictions imposed restrictions or prohibitions on short selling. These restrictions and reporting requirements may prevent the fund from successfully implementing its investment strategies, including, without limitation, as part of any long/short strategy or in connection with hedging its investments, and to achieving its investment objective and, even if it is able to achieve its investment objective, it may only be able to do so at significantly higher costs than in the absence of such regulations. In addition, reporting requirements relating to short selling may provide transparency to the fund's competitors as to its short positions, thereby having detrimental impact on the fund's returns.

### ***Non-investment Grade Securities***

Certain Portfolios may invest a significant proportion of their assets in non-investment grade securities (such as "high yield" securities) are considered higher risk investments that may cause income and principal losses for the relevant Portfolio. They are instruments which credit agencies have given a rating which indicates a higher risk of default. The market values for high yield bonds and other instruments tend to be volatile and they are less liquid than investment grade securities.

### ***Hybrid Securities***

Certain Portfolios may invest in contingent convertible ("coco") bonds. The performance of such bonds is dependent on a number of factors including interest rates, credit and equity performance, and the correlations between factors. As such these securities introduce significant additional risk to an investment in the relevant Portfolio.

### ***Settlement Risks***

The Company will also be exposed to a credit risk on parties with whom it trades securities, and may also bear the risk of settlement default, in particular in relation to debt securities such as bonds, notes and similar debt obligations or instruments. Shareholders should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for the Company in respect to investments in emerging markets. Shareholders should also note that the securities of small capitalisation companies as well as the securities of companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets and this may result in fluctuations in the price of the Shares.

### ***Depository Receipts***

Portfolios may purchase sponsored or unsponsored ADRs, EDRs and GDRs (collectively "Depository Receipts") typically issued by a bank or trust company which evidence ownership of underlying securities issued by a corporation. Generally, Depository Receipts in registered form are designed for use in the US securities market and Depository Receipts in bearer form are designed for use in securities markets outside the United States. Depository Receipts may not necessarily be

denominated in the same currency as the underlying securities into which they may be converted. Depositary Receipts may be issued pursuant to sponsored or unsponsored programs. In sponsored programs, an issuer has made arrangements to have its securities trade in the form of Depositary Receipts. In unsponsored programs, the issuer may not be directly involved in the creation of the program. Although regulatory requirements with respect to sponsored and unsponsored programs are generally similar, in some cases it may be easier to obtain financial information from an issuer that has participated in the creation of a sponsored program. Accordingly, there may be less information available regarding issuers of securities underlying unsponsored programs and there may not be a correlation between such information and the market value of the Depositary Receipts.

### ***CNH Share Class Currency Risk***

The Portfolios may offer Share Classes designated in CNH. Investors should be aware that there may be additional risks involved in investing through CNH over and above those of investing in or through other currencies. CNH currency exchange rates may fluctuate significantly over short periods of time causing, along with other factors, fluctuations in the Net Asset Value per Share Class designated in CNH as well.

Investors should be aware of the fact that the CNH is subject to a managed floating exchange rate based on market supply and demand with reference to a basket of currencies. Currently, the Chinese Renminbi is traded in two markets: one in Mainland China, and one outside Mainland China (primarily in Hong Kong). The Renminbi traded in Mainland China is not freely convertible and is subject to exchange controls and certain requirements by the government of Mainland China. The Renminbi traded outside Mainland China, on the other hand, is freely tradable.

The Share Classes denominated in Renminbi participate in the offshore Renminbi (CNH) market, which allows investors to transact Renminbi (CNH) outside of Mainland China with approved banks in Hong Kong and other offshore markets.

As a result the exchange rate used for Share Classes denominated in Renminbi is the offshore Renminbi (CNH). The value of offshore Renminbi (CNH) could differ, perhaps significantly from that of the onshore Chinese Renminbi (CNY) due to a number of factors including without limitation those foreign exchange control policies and repatriation restrictions pursued by the Chinese government from time-to-time as well as other external market forces.

Currently, the Chinese government imposes certain restrictions on repatriation of Renminbi outside of Mainland China. Investors should note, that such restrictions may limit the depth of the Renminbi market available outside of Mainland China, and thereby may reduce the liquidity of the CNH Share Classes.

The Chinese government's policies on exchange controls and repatriation restrictions are subject to change, and the CNH Share Classes and their investors' position may be adversely affected by such change.

In addition, currency markets in CNH may have lower trading volumes than the currencies of more developed countries and accordingly markets in CNH may be materially less liquid, subject to greater dealing spreads and experience materially greater volatility than those of other currencies. Government supervision and regulation of the exchange of CNH is also less developed than in many more developed countries and there is a greater measure of legal uncertainty concerning the rights and duties of market participants with respect to trades in CNH. As a result, the attention of investors in CNH designated Classes is drawn to the restrictions and limitations referred to under the heading "Settlement Procedures" in the "Redemption, Conversion and Transfer of Shares" section of this Supplement, including the potential imposition by the Board of a redemption gate of 10% of all Shares in issue on any Dealing Day.

The risks outlined under the heading "Hedging Transactions" should be read in conjunction with the above to understand the additional risks associated with hedge Classes.

## Legal, regulatory and taxation risks

### *Business and Regulatory Risks*

Legal, tax, and regulatory changes are likely to occur during the term of the Company and some of these changes may adversely affect the Company, perhaps materially. The financial services industry generally, and the activities of collective investment schemes and their managers, in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Company's exposure to potential liabilities and to legal, compliance, and other related costs. Increased regulatory oversight may also impose additional administrative burdens on the Investment Manager, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may direct the Investment Manager's time, attention, and resources from portfolio management activities. In addition, certain regulatory changes, including restrictions imposed, may be imposed by reference to the overall assets managed by the Investment Manager rather than solely in respect of the assets of the Company. In such circumstances, compliance by the Investment Manager with such restrictions may give rise to a conflict of interest.

In addition, securities and futures markets are subject to comprehensive statutes, regulations, and margin requirements. The Central Bank, the FCA, other regulators, self-regulatory organizations, and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

In July 2010 the US President signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "**Dodd-Frank Act**"), which aims to reform various aspects of the US financial markets. The Dodd-Frank Act covers a broad range of market participants including banks, non-banks, rating agencies, mortgage brokers, credit unions, insurance companies, payday lenders, broker-dealers, and investment advisers. The Dodd-Frank Act directly affects the Investment Manager by mandating additional new reporting requirements, including, but not limited to, position information, use of leverage and counterparty and credit risk exposure. These reporting requirements impose additional burdens on the Investment Manager's time, attention and resources. The Dodd-Frank Act may also affect the Company in a number of other ways. The Dodd-Frank Act created the Financial Stability Oversight Council that is charged with monitoring and mitigating systemic risk. As part of this responsibility, the Financial Stability Oversight Council has the authority to subject banks and other financial firms to regulation by the Federal Reserve Board, which could limit the amount of risk-taking engaged in by the Company.

Additionally, the recent election of a new president of the United States and the results of the recent US congressional elections could lead to substantial changes in US regulations applicable to the Company and/or the Investment Manager as well as other changes in US economic and tax policy, laws and regulations. It is unclear what impact these developments may have on the Company and the Investment Manager.

More generally, it is impossible to predict what, if any, changes in regulation applicable to the Company, the Investment Manager, the markets in which they trade and invest, or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on the Company could be substantial and adverse.

Investors should understand that the Company's business is dynamic and is expected to change over time. Therefore, the Company may be subject to new or additional regulatory constraints in the future. This Prospectus cannot address or anticipate every possible current or future regulation that may affect the Investment Manager, the Company, or their businesses. Such regulations may have a significant impact on the Shareholders or the operations of the Company, including, without limitation, restricting the types of investments the Company may make, preventing the Company from exercising its voting rights with regard to certain financial instruments, requiring the Company to disclose the identity of their investors, or otherwise. The Directors, in consultation with the Investment Manager, may cause a Portfolio to be subject to such regulations if it believes that an investment or business activity is in such Portfolio's interests, even if such regulations may have a detrimental effect on one or more Shareholders. Prospective Shareholders are encouraged to consult their own advisers regarding an investment in the Company.

### ***Enhanced regulation of the OTC derivatives markets***

The European Market Infrastructure Regulation (“**EMIR**”) seeks comprehensively to regulate the OTC derivatives market in Europe for the first time including, in particular, imposing mandatory central clearing, trade reporting and, for non-centrally cleared trades, risk management obligations on counterparties including timely confirmation, portfolio reconstruction, dispute resolution and margining requirements. In addition, the revised Markets in Financial Instruments Directive (the “**MiFID II Directive**”) and Markets in Financial Instruments Regulation (“**MiFIR**” and together with the MiFID II Directive, “**MiFID II**”) will require certain standardized OTC derivatives (including all those subject to a mandatory clearing obligation under EMIR) to be executed on regulated trading venues. In addition, MiFID II introduces a new trading venue, the “Organised Trading Facility”, which is intended to provide greater price transparency and competition for bilateral trades. The overall impact of such changes on the Company is highly uncertain and it is unclear how the OTC derivatives markets will adapt to this new regulatory regime.

Similarly, the Dodd-Frank Act includes provisions that substantially increase the regulation of the OTC derivatives markets for the first time. The Dodd-Frank Act will require that a substantial portion of OTC derivatives must be executed in regulated markets and be submitted for clearing to regulated clearinghouses. For example, certain interest rate swaps, including certain foreign exchange forwards defined as swaps by the CFTC, and credit default index swaps are required by the CFTC to be submitted for clearing if traded by US persons. These OTC trades submitted for clearing will be subject to minimum initial and variation margin requirements set by the relevant clearinghouse, as well as margin requirements mandated by the CFTC, SEC and/or federal prudential regulators. OTC derivative dealers also are required to post margin to the clearinghouses through which they clear their customers’ trades instead of using such margin in their operations, as was widely permitted before the Dodd-Frank Act. This has increased and will continue to increase the dealers’ costs, which costs are generally passed through to other market participants in the form of higher fees and less favorable dealer marks. Taken together, these regulatory developments will increase the OTC derivative dealers’ costs, and these increased costs are expected to be passed through to other market participants in the form of higher upfront and mark-to-market margin, less favorable trade pricing, and new or increased fees, including clearing account maintenance fees.

The CFTC also now requires certain derivatives transactions that were previously executed on a bilateral basis in the OTC markets to be executed through a regulated futures or swap exchange or execution facility. The SEC is also expected to impose similar requirements on certain security-based derivatives in the near future, though it is not yet clear when these parallel SEC requirements will go into effect and how such requirements may be affected by the recent administration change in the US, as noted above. If the Company decides to become a direct member of one or more of these exchanges or execution facilities, the Company would be subject to all of the rules of the exchange or execution facility, which would bring additional risks and liabilities, and potential additional regulatory requirements. Similarly, under EMIR, European regulators may require a substantial proportion of such derivatives transactions to be brought on exchange and/or centrally cleared. Such requirements may make it more difficult and costly for investment funds, including the Company, to enter into highly tailored or customized transactions. They may also render certain strategies in which the Company might otherwise engage impossible or so costly that they will no longer be economical to implement. They may also increase the overall costs for OTC derivative dealers, which are likely to be passed along, at least partially, to market participants in the form of higher fees or less advantageous dealer marks. The overall impact of EMIR, MiFID II and the Dodd-Frank Act on the Company is highly uncertain and it is unclear how the OTC derivatives markets will adapt to these new regulatory requirements.

The “Volcker Rule” component of the Dodd-Frank Act materially restricts proprietary speculative trading by banks, “bank holding companies” and other regulated entities. As a result, there has been a significant influx of new portfolio managers into private investment funds who had previously traded institutional proprietary accounts. Such influx can only increase the competition for the Company from other talented portfolio managers trading in the Company’s investment sector.

### ***Position limits***

“Position limits” imposed by various regulators or exchanges may limit the Company’s ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular financial instrument. All positions owned or controlled by the same person or entity, even if in different accounts, may be aggregated for purposes of determining whether the applicable position limits have been exceeded. Thus, even if the Company does not intend to exceed applicable position limits, it is possible that the Investment Manager’s Other Accounts together with the Company may be aggregated. To the extent that the Company’s position limits were collapsed with an affiliate’s position limits, the effect on the Company and resulting restriction on its investment activities may be significant. If at any time positions managed by the Investment Manager were to exceed applicable position limits, the Investment Manager would be required to liquidate positions, which might include positions of the Company, to the extent necessary to come within those limits. Further, to avoid exceeding the position limits, the Company might have to forego or modify certain of its contemplated trades.

In addition, the Dodd-Frank Act significantly expands the CFTC’s authority to impose position limits with respect to futures contracts, options on futures contracts, swaps that are economically equivalent to futures or options on futures, swaps that are traded on a regulated US exchange and certain swaps that perform a significant price discovery function. In response to this expansion of its authority, in 2012, the CFTC proposed a series of new speculative position limits with respect to futures and options on futures on so-called “exempt commodities” (which includes most energy and metals contracts) and with respect to agricultural commodities. Those proposed speculative position limits were vacated by a United States District Court, but the CFTC has again proposed a new set of speculative position rules which are not yet finalized (or effective). If the CFTC is successful in this second try, the counterparties with which the Company deals may further limit the size or duration of positions available to the Company. All accounts owned or managed by the Investment Manager are likely to be combined for speculative position limit purposes. The Company could be required to liquidate positions it holds in order to comply with such limits, or may not be able to fully implement trading instructions generated by its trading models, in order to comply with such limits. Any such liquidation or limited implementation could result in substantial costs to the Company.

MiFID II introduces position limit and position reporting requirements in relation to certain commodity derivatives. The precise implication and scope of these requirements is not yet known, as the implementing measures are not yet finalized. However, it is likely that these measures will impose restrictions on the positions that the Company and the Investment Manager on behalf of all accounts owned or managed by it may hold in certain commodity derivatives and will require the Investment Manager to more actively monitor such positions. If the Company’s and/or the Investment Manager’s positions reach the position limit thresholds, the Investment Manager will be required to reduce those positions in order to comply with such limits.

### ***Litigation***

With regard to certain of the Company’s investments, it is a possibility that the Investment Manager and/or the Company may be plaintiffs or defendants in civil proceedings. The expense of prosecuting claims, for which there is no guarantee of success, and/or the expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Company and would or may reduce net assets.

### ***Legal risk in emerging markets***

Many of the laws that govern private and foreign investment, financial instruments transactions, creditors’ rights and other contractual relationships in emerging markets are new and largely untested. As a result, the Company may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

Regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed countries. In certain

instances, management may take significant actions without the consent of investors. This difficulty in protecting and enforcing rights may have a material adverse effect on the Company and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which assets of the Company are invested.

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### ***Investment and Repatriation Restrictions***

Some emerging countries have laws and regulations that currently preclude direct foreign investment in the securities of their companies. However, indirect foreign investment in the securities of companies listed and traded on the stock exchanges in these countries is permitted by certain emerging countries through investment funds which have been specifically authorised. Subject to provisions of its investment policy and of the UCITS Regulations, a Portfolio may invest in these investment funds. If a Portfolio invests in such investment funds, the investors will bear not only the expenses of such Portfolio, but also will indirectly bear similar expenses of the underlying investment funds. In addition to the foregoing investment restrictions, prior governmental approval for foreign investments may be required under certain circumstances in some emerging countries.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. A Portfolio could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on securities held by such Portfolio or gains from the disposition of such securities.

### ***US source payments may be subject to withholding under FATCA***

The US legislation commonly known as the Foreign Account Tax Compliance Act ("**FATCA**") generally imposes a 30% withholding tax on certain payments to non-US financial institutions (including investment entities) of US source income and proceeds from the sale of property of a type which can produce US source interest or dividends unless the financial institution discloses to the IRS the name, address and taxpayer identification number of certain US persons that hold, directly or indirectly, an account with the financial institution, as well as certain other information relating to any such account. The United States and Ireland have entered into a "Model 1" intergovernmental agreement with respect to FATCA (the "**US IGA**"). The US IGA modifies the foregoing requirements but generally requires similar information to be disclosed to the Irish government and ultimately to the IRS. The Company and each Portfolio intends to comply with any obligations imposed on it under FATCA and the US IGA to avoid the imposition on it of any withholding tax under FATCA, but there can be no assurances that it will be successful in this regard.

### ***Tax considerations***

The Directors may take positions on certain tax issues which depend on legal conclusions not yet addressed by the courts. Additionally, no assurance can be given that legislative, administrative or judicial changes will not occur which will alter, either prospectively or retroactively, the tax considerations or risk factors discussed in this Prospectus.

The Company may be audited by one or more tax authorities. An income tax audit may result in an increased tax liability of the Company, including with respect to years when an investor was not a Shareholder of the Company, which could reduce the Net Asset Value of the Company and affect the return of all Shareholders.

Certain EU Member States have taken steps towards implementing a "financial transactions tax" ("FTT"), applicable to transactions in securities or other financial instruments where at least one party to the transaction, the issuer of the securities or other financial instruments, or the relevant broker, is located in the European Union. If implemented, the FTT may result in substantial loss to the Company, both directly through increased transaction costs and also indirectly through reduced liquidity in markets in securities and other financial instruments. The FTT may also render

economically unviable certain investment strategies which the Investment Manager might otherwise have pursued, which may impair the Investment Manager's ability to generate returns for Shareholders.

The regulatory or tax environment for derivative and related instruments is evolving and may be subject to government or judicial action, which may affect the value or liquidity of investments held by the Company (directly or indirectly) or the Company's ability to obtain the leverage it might otherwise obtain.

Where the Company invests in securities that are not subject to withholding tax at the time of acquisition, there can be no assurance that tax may not be withheld in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The Company will not be able to recover such withheld tax and so any change would have an adverse effect on the Net Asset Value of the Shares. Where the Company sells securities short that are subject to withholding tax at the time of sale, the price obtained will reflect the withholding tax liability of the purchaser. In the event that in the future such securities cease to be subject to withholding tax, the benefit thereof will accrue to the purchaser and not to the Company.

### ***Accounting for uncertainty in income taxes***

Accounting Standards Codification Topic No. 740, "Income Taxes" (in part formerly known as "FIN 48") ("**ASC 740**"), provides guidance on the recognition of uncertain tax positions. ASC 740 prescribes the minimum recognition threshold that a tax position is required to meet before being recognised in an entity's financial statements. It also provides guidance on recognition, measurement, classification and interest and penalties with respect to tax positions. A prospective investor should be aware that, among other things, ASC 740 could have a material adverse effect on the periodic calculations of the Net Asset Value of a Portfolio, including reducing the Net Asset Value of a Portfolio to reflect reserves for income taxes, such as US and foreign withholding taxes and income taxes payable on income effectively connected with a trade or business, that may be payable by a Portfolio. This could cause benefits or detriments to certain investors, depending upon the timing of their entry and exit from a Portfolio.

### ***Foreign taxes***

The Company may be liable to taxes (including withholding taxes) in countries other than Ireland on income earned and capital gains arising on its investments. The Company may not be able to benefit from a reduction in the rate of such foreign tax by virtue of the double taxation treaties between Ireland and other countries. The Company may not, therefore, be able to reclaim any foreign withholding tax suffered by it in particular countries. If this position changes and the Company obtains a repayment of foreign tax in respect of a Portfolio, the Net Asset Value of the Portfolio will not be restated and the benefit will be allocated to the then-existing Shareholders in the Portfolio rateably at the time of repayment.

### ***Automatic Reporting of Shareholder Information to Other Tax Authorities***

The automatic exchange of information regime known as the "Common Reporting Standard" applies in Ireland. Under these measures, the Company is required to report information to the Irish Revenue Commissioners relating to Shareholders, including the identity, residence and tax identification number of Shareholders and details as to the amount of income and sale or redemption proceeds received by Shareholders in respect of the Shares. As a result, Shareholders may be required to provide such information to the Company. Such information will be collected for compliance reasons only and will not be disclosed to unauthorised persons.

### ***Company's Liabilities***

Pursuant to Irish law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Portfolios. However, there can be no categorical assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Portfolios will necessarily be upheld.



## ***Market Abuse Regime***

The Market Abuse Regulation (Regulation 596/2014) ("**MAR**") repealed and replaced the previous EU rules on civil market abuse, contained in the Market Abuse Directive (Directive 2003/6/EC) ("**MAD**") and implementing legislation, with effect from 3 July 2016. The Directive on Criminal Sanctions for Market Abuse (Directive 2014/57/EU) ("**CSMAD**") was also required to be transposed into the national law of participating member states by 3 July 2016.

MAR has expanded the scope of the civil market abuse regime under MAD to cover, for the first time, different trading systems and financial instruments and takes into account technological developments, notably algorithmic trading and high frequency trading. MAR addresses the interaction between spot markets and derivative markets, including commodity markets, and potential sources of abuse and manipulation between them, including through provisions allowing member states to introduce criminal sanctions for market abuse offences.

Notwithstanding that the operation of a common regulatory framework on civil market abuse in the EU is expected to provide greater legal certainty and consistency across the markets of the member states in which the Company operates, the broader scope of the market abuse regime post 3 July 2016 has led to increased operational and compliance requirements and costs for market participants, including the Company.

## ***MiFID II***

The MiFID II Directive together with the delegated and implementing EU regulations made thereunder, laws and regulations introduced by Member States of the EU to implement it (together referred to as "**MiFID II**") impose new regulatory obligations on those Investment Managers regulated as investment firms in the EU who are subject to its terms (GLG LP, AHL LLP and Man Solutions Limited as at the date of this Prospectus).

These regulatory obligations may impact on, and constrain the implementation of, the investment strategy of a Portfolio and lead to increased compliance obligations upon and accrued expenses for any impacted Investment Manager and/or the Company.

### ***Extension of pre- and post-trade transparency***

MiFID II introduces wider transparency regimes in respect of trading on EU trading venues and with EU counterparties. MiFID II extends the pre- and post-trade transparency regimes from equities traded on a regulated market to cover equity-like instruments, such as depositary receipts, exchange-traded funds and certificates that are traded on regulated trading venues, as well as to cover non-equities, such as bonds, structured finance products, emission allowances and derivatives.

The increased transparency regime under MiFID II, together with the restrictions on the use of "dark pools" and other non-regulated trading venues, may lead to enhanced price discovery across a wider range of asset classes and instruments which could disadvantage the Company, particularly in the fixed income markets. Such increased transparency and price discovery may have macro effects on trading globally, which may have an adverse effect on the Net Asset Value of a Portfolio.

### ***Equities – mandatory on-exchange trading***

MiFID II introduces a new rule that an EU regulated firm may execute an equity trade only on an EU trading venue (or with a firm which is a systematic internaliser or an equivalent venue in a third country). The instruments in scope for this requirement are any equities admitted to trading on any EU trading venue, including those with only a secondary listing in the EU. The effect of this rule is to introduce a substantial limit on the possibility of trading off-exchange or OTC in EU listed equities with EU counterparties. The overall impact of this rule on an impacted Investment Manager's ability to implement a Portfolio's investment objective and investment strategy is uncertain.

### ***Access to research***

MiFID II prohibits an EU authorised investment firm from receiving investment research unless it is paid for directly by the firm out of its own resources or from a separate research payment account. EU research providers that are MiFID firms will be obliged to price their research services separately from their execution services. Where an Investment Manager and the Company agree to utilise a research payment account in respect of a Portfolio, details shall be set out in the relevant Supplement.

#### *Changes to use of direct market access*

MiFID II introduces new requirements on EU banks and brokers which offer direct market access (“DMA”) services to allow their clients to trade on EU trading venues via their trading systems. EU DMA providers will be required to impose trading and credit thresholds on their clients, and to have the benefit of monitoring rights. It will also be necessary for the EU DMA provider to enter into a binding written agreement with its clients, which deals with compliance with MiFID II and the trading venue rules. These changes may affect the implementation of the Company’s investment strategy.

#### *Changes to conduct rules for EU brokers*

Historically, certain EU sell-side firms have used initial public offering (“IPO”) and secondary allocations as a way of rewarding their most valued buy-side clients (in terms of trading volumes or commissions) for the business that they have given to the firm previously or to incentivise future business. MiFID II requirements effectively prohibit such behaviour, as MiFID II precludes a sell-side firm from allocating issuances to clients either (a) to incentivise the payment of a large amount of fees for unrelated services provided by the EU firm or (b) which is conditional on the receipt of future orders or the purchase of any other service from the EU firm by a client. As a result, the manner in which the Investment Manager is allocated IPOs and secondary issuances by its sell-side service providers is likely to change significantly, which may have an adverse effect on the Investment Manager’s ability to implement the Company’s investment strategy.

#### *Changes to policies and procedures and costs of compliance*

MiFID II may require significant changes to each impacted Investment Manager’s policies and procedures, including with respect to best execution, payment for and access to research, algorithmic trading, high frequency trading and conflicts of interest. There is no guarantee that these changes will not adversely impact the Company’s investment strategy. Compliance with these requirements is likely to have a significant cost implication and it is possible that the Company may bear, directly or indirectly, a certain proportion of the Investment Manager’s costs of compliance with MiFID II which are relevant to the Company.

#### ***Potential Implications of Brexit***

On 23 June 2016 the United Kingdom held a referendum and voted to leave the European Union. This has led to volatility in the financial markets of the United Kingdom and more broadly across Europe and may also lead to weakening in consumer, corporate and financial confidence in such markets. The extent and process by which the United Kingdom will exit the European Union, and the longer term economic, legal, political and social framework to be put in place between the United Kingdom and the European Union are unclear at this stage and are likely to lead to ongoing political and economic uncertainty and periods of exacerbated volatility in both the United Kingdom and in wider European markets for some time. In particular, the decision made in the British referendum may lead to a call for similar referendums in other European jurisdictions which may cause increased economic volatility in the European and global markets. This mid to long term uncertainty may have an adverse effect on the economy generally and on the ability of the Company and its investments to execute their respective strategies and to receive attractive returns.

Leaving the European Union may also result in significant changes to law and regulation in the United Kingdom. It is not currently possible to assess the effect of these changes on the Company or the position of the Shareholders (although such changes may result in the management arrangements for the Company having to be re-structured). Investors should be aware that these and other similar consequences following from the referendum result may adversely affect the value of the Shares and the Company’s performance.

***Local Intermediaries***

Local regulations in EEA Member States may require the appointment of paying agents, correspondent banks and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries shall be appointed in accordance with the requirements of the Central Bank. Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via such an intermediary entity rather than directly to or from the Depositary (e.g. a sub-distributor or agent in the local jurisdiction) will bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor.

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## BORROWING POLICY AND LEVERAGE

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Under the Articles, the Directors are empowered to exercise all of the borrowing powers of the Company, subject to any limitations under the UCITS Regulations, and to charge the assets of the Company as security for any such borrowings. Under the UCITS Regulations, the Company may not borrow money, grant loans or act as guarantor on behalf of third parties, except as follows: (i) foreign currency may be acquired by means of a back-to-back loan, and (ii) the Company may incur temporary borrowings for the account of any Portfolio in an amount not exceeding 10% of the net assets of the Portfolio, and the assets of the relevant Portfolio may be charged as security for such borrowings.

Information relating to the pledge agreements into which the Company has entered in respect of the Portfolios shall be set out in the “*Portfolio Specific Information – Borrowing Policy and Leverage*” section of the relevant Supplement.

A Portfolio may be leveraged as a result of its use of derivatives. However, any such leverage will be subject to the limit on value-at-risk as set out in the relevant Supplement and the limits specified for each Portfolio in the “*Portfolio Specific Information*” section of the relevant Supplement in respect of leverage and long-short exposure.

## SUBSCRIPTIONS

The Directors are given authority to effect the issue of Shares of any series or Class in respect of a Portfolio and with the approval of the Central Bank to create new series or Classes of Shares on such terms as they may from time to time determine in relation to any Portfolio. Issues of Shares will be made with effect from a Dealing Day.

The table below sets out the information in relation to minimum initial subscriptions and minimum ongoing shareholding requirements of the Share Classes of the Company. For details on the specific Share Classes of the Portfolios, please refer to the [Website](#).

	D		I		IX	
	Minimum Initial Subscription / Minimum Ongoing Holding	Minimum Incremental Subscription	Minimum Initial Subscription / Minimum Ongoing Holding <sup>1</sup>	Minimum Incremental Subscription	Minimum Initial Subscription / Minimum Ongoing Holding	Minimum Incremental Subscription
AUD	AUD 1,000	AUD 500	AUD 1,000,000	AUD 1,000	AUD 100,000,000	AUD 1,000
CAD	CAD 1,000	CAD 500	CAD 1,000,000	CAD 1,000	CAD 100,000,000	CAD 1,000
CHF	CHF 1,000	CHF 500	CHF 1,000,000	CHF 1,000	CHF 100,000,000	CHF 1,000
DKK	DKK 5,000	DKK 2,000	DKK 5,000,000	DKK 5,000	DKK 800,000,000	DKK 5,000
EUR	EUR 1,000	EUR 500	EUR 1,000,000	EUR 1,000	EUR 100,000,000	EUR 1,000
GBP	GBP 1,000	GBP 500	GBP 1,000,000	GBP 1,000	GBP 100,000,000	GBP 1,000
JPY	JPY 500,000	JPY 100,000	JPY 100,000,000	JPY 100,000	JPY 12,000,000,000	JPY 100,000
NOK	NOK 5,000	NOK 2,000	NOK 5,000,000	NOK 5,000	NOK 800,000,000	NOK 5,000
PLN	PLN 2,000	PLN 1,000	PLN 2,000,000	PLN 2,000	PLN 200,000,000	PLN 2,000
SEK	SEK 5,000	SEK 2,000	SEK 500,000	SEK 5,000	SEK 800,000,000	SEK 5,000
SGD	SGD 1,000	SGD 500	SGD 1,000,000	SGD 1,000	SGD 100,000,000	SGD 1,000
USD	USD 1,000	USD 500	USD 1,000,000	USD 1,000	USD 100,000,000	USD 1,000

  

	IU		IZ	
	Minimum Initial Subscription / Minimum Ongoing Holding	Minimum Incremental Subscription	Minimum Initial Subscription / Minimum Ongoing Holding	Minimum Incremental Subscription
AUD	AUD 1,000,000	AUD 1,000	AUD 10,000,000	AUD 1,000
CAD	CAD 1,000,000	CAD 1,000	CAD 10,000,000	CAD 1,000
CHF	CHF 1,000,000	CHF 1,000	CHF 10,000,000	CHF 1,000
DKK	DKK 5,000,000	DKK 5,000	DKK 50,000,000	DKK 5,000
EUR	EUR 1,000,000	EUR 1,000	EUR 10,000,000	EUR 1,000
GBP	GBP 1,000,000	GBP 1,000	GBP 10,000,000	GBP 1,000
JPY	JPY 100,000,000	JPY 100,000	JPY 1,000,000,000	JPY 100,000
NOK	NOK 5,000,000	NOK 5,000	NOK 50,000,000	NOK 5,000
PLN	PLN 2,000,000	PLN 2,000	PLN 20,000,000	PLN 2,000
SEK	SEK 5,000,000	SEK 5,000	SEK 50,000,000	SEK 5,000
SGD	SGD 1,000,000	SGD 1,000	SGD 10,000,000	SGD 1,000
USD	USD 1,000,000	USD 1,000	USD 10,000,000	USD 1,000

- Investors in the Portfolios prior to 3 January 2018 are not subject to this minimum holding requirement as it did not apply as at their date of subscription.

The Share Classes which are listed above as having a minimum initial subscription are hereinafter referred to as the “Available Shares”. The Share Classes differ in terms of their currency denomination and in terms of the rate of fees to be applied to each in calculating the Net Asset Value per Share as described in this Prospectus.

With the exception of “F” and “U” Share Classes, the Classes of Available Shares that have not yet launched will be available for subscription at the initial offer price as set out in the table below. Thereafter they will be offered at the prevailing Net Asset Value of the Class.

<b>Currency of the Share Class</b>	<b>Initial Offer Price</b>
AUD	AUD 100
CAD	CAD 100
CHF	CHF 100
CNH	CNH 100
DKK	DKK 100
EUR	EUR 100
GBP	GBP 100
JPY	JPY 10,000
NOK	NOK 100
PLN	PLN 100
SEK	SEK 100
SGD	SGD 100
USD	USD 100

Unless otherwise stated on the Website, the Initial Offer Period will start on the launch date of the Share Class (as disclosed in the Key Investor Information Documents available online at [www.man.com](http://www.man.com)) at 9:00 am (Irish time) and will close at 1:00 pm (Irish time) on the launch date. Please refer to the Website for the details relating to the Available Share Classes.

In respect of “F” and “U” Share Classes, such Share Classes shall only be available until such time as the Net Asset Value of the relevant Share Class reaches such level as the Directors may determine from time to time and which will be available from the Distributor on request.

In circumstances where a portfolio of any other collective investment scheme managed by the Investment Manager or another subsidiary of Man Group plc (the “Merging Portfolio”) merges into a Portfolio of the Company (the “**Receiving Portfolio**”), the Directors may in their absolute discretion determine that the Initial Offer Price for Shares of the Receiving Portfolio shall be equal to the closing net asset value per share of the Merging Portfolio.

Thereafter, (and in the case of all other Classes of Available Shares in the Company, from the date of this Prospectus) Shares will be subscribed for and will be issued at the Net Asset Value per Share as calculated in respect of that Dealing Day, together with any applicable subscription charges and any fiscal duties and charges incurred in connection with any change of securities for Shares.

All Available Share Classes in each of the Portfolios, are available for subscription in accordance with the terms of this Prospectus and the relevant Supplement.

#### *Subscription of Shares*

Each Business Day is both a Dealing Day and a Valuation Day for the Portfolios. Application forms received prior to the Dealing Deadline in respect of a Dealing Day will receive shares at the Net Asset Value per share calculated for that Dealing Day’s Valuation Point as set out in the relevant Supplement.

The table below illustrates this process\*:

<b>Dealing Day</b>	<b>Subscription Dealing Deadline</b>	<b>Valuation Point</b>	<b>Contract Note</b>	<b>Settlement</b>
Any Business Day	Trades received before 1:00 pm Irish Time will be included for that Dealing Day.	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point in respect of the Dealing Day.	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised.	Settlement proceeds must be received within the settlement period as set out in the relevant Supplement.

\*Please note that the above table is illustrative only. Further detail in relation to the dealing procedures for each Portfolio and in particular the Subscription Dealing Deadline is set out in the “*Portfolio Specific Information – Dealing Terms*” sub-section of the relevant Supplement.

#### *Applications for Subscriptions*

Applications for Shares should be made in the relevant Application Form which should be sent by post, facsimile or such other form of electronic communication agreed in advance by the Administrator to the contact details on the Application Form.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline (as set out in the “*Dealing Terms*” sub-section of the relevant Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

Where the Application Form is sent by facsimile or any other form of electronic communication agreed in advance by the Administrator this must be accompanied by supporting documentation in relation to money laundering prevention checks and the signed original Application Form together with the original supporting documentation in relation to money laundering prevention checks must be sent by post immediately thereafter. Notwithstanding the above, the Administrator may, in its absolute discretion, process subscription/redemption requests on behalf of certain low risk investors (as determined by the Administrator) absent an original Application Form and original or original ink certified copies of anti-money laundering documentation. However, any amendments to an investor's payment instructions will only be effected on receipt of original documentation.

#### *Minimum Subscription*

The minimum initial subscription for each Share Class of any Portfolio will be as set out in the table above or, in the case of investors from certain jurisdictions, such higher amount as may be disclosed in the country supplement for those jurisdictions to ensure compliance with local regulatory requirements.

The Directors may, in their absolute discretion, waive the minimum initial subscription and the minimum ongoing holding amounts. The Directors have waived the minimum initial subscription and the minimum ongoing holding amounts in respect of investors who are resident in any country where

there is a regulatory restriction or prohibition on payment or receipt of commissions. The Directors have waived the minimum initial subscription and the minimum ongoing holding amounts for certain distribution platforms and other institutional relationships which, in the reasonable opinion of the Directors, have resulted in, or are likely to result in significant inflows into the Portfolios and which also meet approved criteria set by the Directors.

### *Settlement*

Subscription for Share Classes should be made by electronic transfer to the accounts set out in the relevant Application Form by the deadline outlined in the “*Subscriptions*” section of the relevant Supplement.

Subscriptions for Shares in a Class must be in the designated currency of said Class unless the Directors otherwise agree to accept subscriptions in any freely convertible currency approved by the Administrator, in which case such subscriptions will be converted into the relevant currency available to the Administrator at prevailing exchange rates and the cost of conversion will be deducted from the subscription monies. Any credit interest accruing on subscription monies received prior to the deadline for receipt thereof shall be credited to the account of the relevant Portfolio. Overdraft interest charged as a result of the late receipt of subscription monies may be debited to the account of the relevant Portfolio at the discretion of the Directors and the Directors, in the exercise of such discretion, have determined that in certain circumstances such overdraft interest will be debited to the account of the relevant Portfolio.

In the event that subscription monies are not received by the Company before the Subscription Dealing Deadline, Shares will be provisionally allotted and the Company may (subject to the restrictions set out in the section titled “Borrowing Policy”) temporarily borrow an amount equal to the subscription monies and invest such monies in accordance with the investment objectives and policies of the Company. Once the subscription monies are received the Company will use such subscription monies to repay the relevant borrowings and reserves the right to charge that investor interest on such outstanding subscription monies at normal commercial rates. In addition the Company reserves the right to cancel the provisional allotment of Shares in those circumstances. In addition, the investor shall indemnify the Company, the Distributor and the Administrator for any loss of any nature suffered as a result of the investor’s failure to transmit the subscription monies in a timely fashion. In addition, the Company may redeem or sell all or part of a Shareholder’s holding of Shares and use the proceeds to make good any loss suffered as a result of the investor’s failure to transmit the subscription monies within the time set out in the relevant Supplement.

### *Issuance of Shares*

A contract note will be sent to applicants within one Business Day of the publication of the Net Asset Value. The contract note will provide full details of the transaction and a Shareholder number. The Shareholder number should be used for all future dealings with the Company and the Administrator.

Any Shares purchased and settled by an applicant through a settlement system such as Euroclear, Fundsettle or Clearstream, will be registered in the nominee name of that entity.

The Directors may issue Shares in exchange for Investments in which the Company is permitted to invest in accordance with the UCITS Regulations and the particular investment objective and policies of the relevant Portfolio. No Shares may be issued in exchange for such Investments unless the Directors are satisfied that (i) the number of Shares issued in the relevant Portfolio will not be more than the number which would have been issued for settlement in cash having valued the Investments to be exchanged in accordance with the valuation provisions set out in the Articles and summarised herein; and (ii) all fiscal duties and charges arising in connection with the vesting of such Investments in the Depositary for the account of the relevant Portfolio are paid by the person to whom the Shares in such Portfolio are to be issued or, at the discretion of the Directors, partly by such person and partly out of the assets of such Portfolio, and the Depositary is satisfied that the terms of such exchange shall not materially prejudice the Shareholders in the relevant Portfolio and that the Investments have been vested in the Depositary.



Shares are issued in registered, but uncertificated, form. Written confirmation of ownership will be sent to Shareholders within ten (10) days of registration. The uncertificated form enables the Company to deal with requests for redemption without undue delay. The number of Shares issued will be rounded to the nearest one thousandth of a Share and any surplus money will be credited to the Company. Shares purchased by investors in certain jurisdictions may be purchased on behalf of the underlying investors, pursuant to nominee arrangements (and subject to any applicable anti-money laundering requirements as set out below). In certain jurisdictions, the purchase of the Shares can be arranged through plans providing that the investor shall pay the subscription price through periodic instalments of a pre-arranged amount.

#### *Identification of applicants for anti-money laundering purposes*

Measures aimed towards the prevention of money laundering may require a detailed verification of the applicant's identity. Depending on the circumstances of each application, a detailed verification might not be required where the application is made through a recognised intermediary. This exception will only apply if the intermediary referred to above is within a country recognised by Ireland as having equivalent anti-money laundering regulations.

The Company, the Distributors, the Administrator and the Manager reserve the right to request such additional information and / or confirmations as are necessary to verify the identity of an applicant (ie a subscriber or a transferee) before an application can be processed. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Company (and the Administrator acting on behalf of the Company) may refuse to accept the application and all subscription monies, in which case any funds received may be returned without interest to the account from which they were debited. By way of example an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of his/her address such as a utility bill or bank statement and date of birth. In the case of corporate applicants this may require production of a certified copy of the certificate of incorporation (and any change of name), memorandum and articles of association (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors. The Distributors, the Administrator, the Manager and the Company shall be held harmless and indemnified against any loss arising where information which they have requested has not been provided by the applicant.

#### *Fees and Charges*

The Company may issue fractional Shares (rounded to the nearest one thousandth of a Share). If Shares in any of the Portfolios are issued in return for Investments, the Directors are entitled to add a charge in respect of any fiscal duties and charges incurred in connection with any permitted exchange of Investments for Shares.

#### *Application during Temporary Suspensions*

Applications for Shares received during any period when the issue or valuation of Shares has been temporarily suspended in the circumstances described under the section entitled "Determination and Publication and Temporary Suspension of Net Asset Value", will not be dealt with until dealings have recommenced. Such applications will be dealt with on the next Dealing Day after dealings have recommenced, unless such application has been withdrawn during the period of suspension of dealings.

#### *Rejection of Applications*

The Directors reserve the right to reject an application for Shares for any reason in whole or in part, in which event the application monies or any balance thereof will be returned to the applicant by transfer to the applicant's account or by post at the applicant's cost and risk.

#### **Operation of the Subscription and Redemption Collection Accounts**

The Company has established individual collection accounts at a sub-fund level (the "Cash Collection Accounts"). All subscriptions into and redemptions and distributions due from the Portfolios will be paid into the relevant Cash Collection Accounts.

Pending the issue of Shares, and pending payment of redemption proceeds or distributions, such monies in the Cash Collection Account are assets of the relevant Portfolio, and the relevant investor will be an unsecured creditor of the Portfolio in respect of amounts paid by or due to it.

All subscriptions (including subscriptions received in advance of the issue of Shares) attributable to, and all redemptions or cash distributions payable from a Portfolio will be channelled and managed through that Portfolio's Cash Collection Account. Redemptions and distributions, including blocked redemptions or distributions, will be held in the relevant Cash Collection Account until payment due date (or such later date as blocked payments are permitted to be paid), and will then be paid to the relevant or redeeming Shareholder.

The Cash Collection Accounts have been opened on behalf of each Portfolio with the relevant Bank set out in the Application Form. The Depositary will be responsible for safe-keeping and oversight of the monies in the Cash Collection Accounts. Monies in the Cash Collection Account will be taken into account in the calculation of the NAV, and assessing compliance with investment restrictions by the relevant Portfolio.

Where subscription monies are received in a Cash Collection Account without sufficient documentation to identify the investor, such monies shall be returned to the relevant investor within 5 days. Subscription monies received into an incorrect Cash Collection Account will be returned to the relevant investor within the same timescales. Failure to provide the necessary complete and accurate documentation, and or to make payment into the correct Cash Collection Account, is at the investor's risk.

## DATA PROTECTION

By signing an Application Form, prospective investors:

- (a) confirm that they have read this Prospectus and the separate Application Form; and
- (b) acknowledge, and (to the extent required) agree that:
  - (i) any personal data provided by them to the Company in the Application Form and any other personal data provided in connection with their investment in the Company (the "**Personal Data**") (which, as set out below, may include sensitive personal data) may be disclosed to and processed by any Man Group entities and/or affiliates, and/or any other service providers to the Company and/or any Man Group entities, and their affiliated and non-affiliated sub-delegates (the "**Data Processors**") for the Data Purposes (as defined below); and
  - (ii) Personal Data may be used and disclosed for the purposes of:
    - (a) processing the Application Form, the administration of their investment in the Company to include the storage and maintenance of shareholders' registers and related activities;
    - (b) the prevention of money laundering, financing of terrorism or fraud, which may require information about the prospective investor to be screened against sanctions lists and which will require the processing of information as to whether the prospective investor has held political office or has links with proscribed organisations. As a result of these checks this may mean that information is processed which is classed as 'sensitive';
    - (c) informing the prospective investor about their investment in the Company (including information of a confidential nature);
    - (d) statistical analysis and market research;
    - (e) compliance with any legal and regulatory obligations or other requests to disclose information (whether or not having the force of law), where disclosure

is considered to be in the legitimate interests of the Company, Man Group, or the third party to whom the information is disclosed (including, without limitation, statutory reporting obligations to the Central Bank of Ireland, the Irish Revenue Commissioners, or other relevant regulators, government bodies and tax authorities including overseas bodies or where necessary to protect the rights and property of the Company or Man Group);

- (f) direct marketing of services that Man Group entities and/or affiliates thinks may be of interest to the prospective investor in accordance with the permissions expressed in the Application Form;
- (g) allowing service providers retained by Man Group to provide identity verification services to other organisations,

(collectively the “**Data Purposes**”).

- (c) acknowledge and (to the extent required) consent to the processing of their Personal Data, including the transfer of the Personal Data, to jurisdictions outside the EEA (including, for example, the US) that may not have data protection laws or have data protection laws that have not been deemed by the EU to have the same level of protection as EU data protection law (such transfer will only be carried out for the Data Purposes described above or as otherwise required by law or regulation, and in accordance with applicable data protection legislation);
- (d) recognise that they have the right to access and request corrections to the Personal Data. They may also have the right to object to the processing of Personal Data in certain circumstances. To exercise any of these rights (which may be subject to payment of a fee) the prospective investor should contact the Administrator;
- (e) acknowledge that their Personal Data will be processed by the Data Processors on behalf of the Company. Their Personal Data will be processed by the Data Processors in accordance with applicable data protection legislation for the purposes of carrying out their services, the Data Purposes described above, conducting financial crime risk management and other such activities, or as otherwise required by law or regulation; and
- (f) acknowledge and (to the extent required) consent to the Data Processors or the Company disclosing their Personal Data to third parties where necessary for the Data Purposes. This may include disclosure to third parties such as auditors, the Irish Revenue Commissioners, the Central Bank of Ireland or other regulators or agents and service providers of the Data Processors, who may process the Personal Data for the Data Purposes described above.

Where the prospective investor is an institutional investor, Personal Data (including sensitive personal data) relating to the prospective investor, its directors and officers and its ultimate beneficial owners will be processed as described above, and the prospective investor agrees that it has notified such individuals of, and procured their consent to, such processing of Personal Data and will provide a copy of this consent to Man Group on request.

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## REDEMPTION, CONVERSION AND TRANSFERS OF SHARES

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### Redemption of Shares

Each Business Day is both a Dealing Day and a Valuation Day for the Portfolios. Shareholders may request the Company to redeem their Shares in a Portfolio on and with effect from any Dealing Day at a price based on the Net Asset Value per Share on such Dealing Day (subject to such adjustments, if any, as may be specified in respect of any Portfolio including, without limitation, any adjustment required for Duties and Charges) in accordance with the redemption dealing procedures specified below. If a redemption order reduces the shareholding to below any minimum holding required in respect of a Portfolio, such order may at the discretion of the Directors be treated as an order to redeem the entire shareholding. Redemption requests will be processed on receipt of faxed instructions only where payment is made to the account of record. The table below illustrates this process:

Dealing Day	Redemption Dealing Deadline*	Valuation Point	Contract Note	Settlement
Any Business Day	Trades received before 1:00 pm Irish time will be included for that Dealing Day	Trades included for a particular Dealing Day will be processed using the relevant Portfolio's specified Valuation Point on the Dealing Day.	Trade confirmations will normally be issued within 24 hours of the Net Asset Value being finalised	The expected period for the payment of redemption proceeds is set out in the relevant Supplement.

\*Please note the table is illustrative only. Further detail in relation to the dealing procedures for each Portfolio and, in particular, the Redemption Dealing Deadline is set out in the "*Portfolio Specific Information – Dealing Terms*" sub-section of the relevant Supplement.

### Applications for Redemptions

In order to receive the Net Asset Value per Share as calculated on that Dealing Day, a Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the "*Dealing Terms*" section of the relevant Supplement). In exceptional circumstances, the Manager may from time to time permit redemptions after the Redemption Dealing Deadline, provided that applications will not be accepted after the Valuation Point of the relevant Dealing Day (with the Manager ensuring that such exceptional circumstances are fully documented). Prior to placing their redemption request, Shareholders may contact the Administrator to confirm whether a later Dealing Deadline has been approved in respect of any Portfolio of the Company. If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

When a Share is redeemed at any time other than a Calculation Date (as detailed "*Fees and Expenses*" in the relevant Supplement): (i) the performance fee attributable to such Share may be different from the performance fee that would be payable if such Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such Share may not receive either the possible benefit

or disadvantage of the allocation of the performance fee across the Class as a whole as more fully described above under the heading “*Fees and Expenses – Performance Fees*” in this Prospectus.

Redemption orders may not be withdrawn without the consent of the Company except when the redemption of Shares has been temporarily suspended in the circumstances described under the section entitled “Determination and Publication and Temporary Suspension of Net Asset Value”.

#### *Settlement*

The Company expects to pay redemption proceeds within the timeframe as outlined in the relevant Supplement, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder's account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

Any amount payable to a Shareholder in connection with the redemption or repurchase of Shares may, with the consent of the Shareholder concerned, be paid by the transfer to such Shareholder of the assets of the Company in specie, provided that the nature of the assets and the type of assets to be transferred to each Shareholder shall be determined by the Directors on such basis as the Directors in their sole discretion shall deem equitable and not materially prejudicial to the interests of the remaining Shareholders and the allocation of assets has been approved by the Depositary. For the foregoing purposes the value of assets shall be determined on the same basis as used in calculating the redemption price of the Shares being so repurchased. Where the Shareholder has requested the redemption of Shares representing 5% or more of the Net Asset Value of the relevant Portfolio, the redemption proceeds may be paid in specie solely at the discretion of the Manager. An individual Shareholder may request that the assets be sold, at the Shareholder's expense, and determine to receive the cash proceeds instead.

Redemption proceeds will not be despatched in relation to a certificated Shareholding until a correctly renounced certificate has been received by or on behalf of the Company in respect of the relevant certificated Shares. In the case of a partial redemption of certificated Shares, a certificate in respect of the balance of Shares held after such redemption shall be despatched to the Shareholder within twenty-eight (28) days of the relevant Dealing Day.

#### *Compliance with applicable laws and regulations*

Holders of Shares in the Company are required to notify the Company immediately when, at any time following their initial subscription for Shares in the Company, they become US Persons or Irish Residents or cease to be Exempt Investors, or the Declaration made by or on their behalf is no longer valid. Shareholders are also required to notify the Company immediately in the event that they hold Shares for the account or benefit of US Persons or Irish Residents or Irish Residents who cease to be Exempt Investors and in respect of which the Declaration made on their behalf is no longer valid or where they hold Shares in the Company in breach of any law or regulation or otherwise in circumstances having or which may have any adverse regulatory, pecuniary, legal or material administrative disadvantage for the Company or its Shareholders as a whole; or if the information contained on their application form for Shares is no longer correct.

Where the Directors become aware that a Shareholder in the Company (a) is a US Person or is holding Shares for the account of a US Person; or (b) is holding Shares in breach of any law or regulation or otherwise in circumstances having or which may have adverse regulatory, legal, pecuniary, tax or material administrative disadvantage for the Company, the relevant Portfolio or its Shareholders as a whole, the Directors may: (i) direct such Shareholder to dispose of the relevant Shares to a person who is qualified or entitled to own or hold such Shares; or (ii) redeem the relevant Shares at the Net Asset Value of the Shares as at the Dealing Day immediately following the date of notification of such mandatory redemption to the relevant Shareholder.

Under the Articles, any person who becomes aware that he is holding Shares in contravention of any of the above provisions and who fails to transfer, or deliver for redemption, his Shares if so directed by the Directors pursuant to the above provisions or who fails to make the appropriate notification to the Company is obliged to indemnify and hold harmless each of the Directors, the Company, the Administrator, the Depositary, the Investment Manager and the Shareholders of the Company (each an “**Indemnified Party**”) from any claims, demands, proceedings, liabilities, damages, losses, costs and expenses directly or indirectly suffered or incurred by such Indemnified Party arising out of or in connection with the failure of such person to comply with his obligations pursuant to any of the above provisions.

The Directors may reduce the redemption proceeds in respect of any Shareholder to the extent the Company is required by US law, by agreement with the US Treasury Department or similar government division or department or by any applicable intergovernmental agreement or implementing legislation to withhold in respect of a payment of redemption proceeds to such Shareholder or otherwise withhold any amount in respect of such Shareholder.

#### *Redemption in special circumstances*

The Company may redeem the Shares of any Shareholder whose holding in any Portfolio falls below the minimum ongoing holding amount in respect of the relevant Share Class as set out in the table in the section headed “*Subscriptions*” above.

In respect of all Portfolios, where outstanding redemption requests from all holders of Shares of a particular series on any Dealing Day total in aggregate more than 10% of all the Shares of such series in issue on such Dealing Day, the Manager shall be entitled at its discretion to refuse to redeem such number of Shares in issue in that series on that Dealing Day in respect of which redemption requests have been received in excess of 10% of the Shares of such series in issue as the Manager shall determine. If the Manager refuses to redeem Shares for this reason, the requests for redemption on such date shall be reduced rateably and the Shares to which each request relates which are not redeemed by reason of such refusal shall be treated as if a request for redemption has been made in respect of each subsequent Dealing Day, provided that the Manager shall not be obliged to redeem more than 10% of the total number of Shares of a particular series outstanding on any Dealing Day, until all the Shares of the series to which the original request related have been redeemed. In the event that redemption requests in respect of a series are restricted in accordance with the above provisions for ten consecutive Dealing Days, the Board shall convene a meeting to determine whether it is appropriate to suspend dealings in the relevant Portfolio in accordance with the provisions of the section entitled “*Determination and Publication and Temporary Suspension of Net Asset Value*”. The Directors may, in their sole discretion, apply different restrictions on redemption requests to those set out in this paragraph in respect of particular Portfolios and details of such restrictions, if any, shall be set out in the relevant Supplement.

The Company may redeem all of the Shares of any series or Class in issue if the Shareholders in that series or Class pass a Special Resolution providing for such redemption at a general meeting of the holders of the Shares of that series or Class, or if the redemption of the Shares in that series or Class is approved by a resolution in writing signed by all of the holders of the Shares in that series or Class or if the Net Asset Value of the series or Class falls below such amount as specified below. Please see the section entitled “*Termination of Portfolios*” in this Prospectus for further detail in this regard. In such cases, Shares will be repurchased at the Net Asset Value per Share on the relevant Dealing Day less such sums as the Directors in their absolute discretion may from time to time determine as an appropriate provision for duties and charges in relation to the realisation or cancellation of the Shares to be repurchased.

The Articles permit the Company to redeem the Shares where during a period of six (6) years no acknowledgement has been received in respect of any Share certificate, contract note or other confirmation of ownership of the Shares sent to the Shareholder, and require the Company to hold the redemption monies in a separate interest bearing account.

The Company may also compulsorily redeem Shares in a Portfolio in the following circumstances:

- (1) if a redemption order would result in the Net Asset Value of the Shares held by a Shareholder falling below the minimum holding amount set out in the table above, the Company may treat the redemption order as an order to redeem the entire shareholding; or
- (2) if at any time after the first anniversary of the first allotment of Shares in a Portfolio the Net Asset Value of the Portfolio falls below USD50,000,000 on any Valuation Day.

### Conversion of Shares

Except where dealings in Shares have been temporarily suspended in the circumstances described in this Prospectus, the Shareholders will be entitled to exchange any or all of their Shares of any series representing any Portfolio ("Original Class") for Shares of any other series in respect of any other Portfolio available for issue at that time ("New Class"). Conversion shall be effected by notice in writing to the Company in such form as the Directors may request or approve. The general provisions and procedures relating to redemptions of Shares of the Original Class and subscriptions for Shares of the New Class will apply to any conversion of Shares. Accordingly, for these purposes, a conversion notice will be treated as a Redemption Request Form in respect of the Original Class and as an Application Form in respect of Shares of the New Class. The number of Shares of the New Class to be issued on conversion will be calculated in accordance with the following formula:

$$N = R \times \frac{(RP \times ER)}{SP}$$

where:

N = the number of Shares of the New Class to be issued;

R = the number of Shares of the Original Class to be converted;

ER = (i) in the case of conversion from and to Shares designated in the same currency, 1, and  
(ii) in any other case, the currency conversion factor determined by the Directors as representing the effective rate of exchange for settlement at the relevant Valuation Point;

RP = the redemption price per Share of the Original Class to be converted calculated as of the relevant Valuation Point; and

SP = the subscription price per Share for the New Class calculated as of the relevant Valuation Point.

When requesting the conversion of Shares as an initial investment in a Portfolio, Shareholders should ensure that the Net Asset Value of the Shares converted is equal to or exceeds any minimum holding limits (if any) for the relevant Portfolio. In the case of a conversion of a partial holding only, the value of the remaining holding must also be at least equal to any minimum holding limits for the relevant Portfolio. If the number of Shares of the New Class to be issued on conversion is not an integral number of Shares, the Company may issue fractional new Shares or return the surplus arising to the Shareholder seeking to convert the Shares of the Original Class.

On an exchange of Shares between Portfolios, such conversion charge (if any) as may be specified under "Fees and Expenses" may be charged and deducted from the Net Asset Value of the Shares of the Original Class to be converted, provided that any such conversion charge shall not exceed the amount of any initial sales charge which may previously have been imposed in relation to a subscription for Shares of the Original Class.

## Transfers of Shares

Transfers of Shares must be effected by transfer in writing in any usual or common form or in any other form approved by the Directors in their absolute discretion from time to time. Every form of transfer must state the full name and address of each of the transferor and the transferee and must be signed by or on behalf of the transferor. The Directors may decline to register any transfer of Shares unless the transfer form is deposited at the registered office of the Company, or such other place as the Directors may reasonably require, accompanied by such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered in the register. A transfer of Shares will not be registered unless the transferee, if not an existing Shareholder, has completed an Application Form and supplied all required anti-money laundering documentation to the satisfaction of the Directors.

Shares are freely transferable except that the Directors may decline to register a transfer of Shares (a) if the transfer is in the US or to a US Person; (b) if the transfer is in breach of US securities laws; (c) if in the opinion of the Directors the transfer would be unlawful or result or be likely to result in any adverse regulatory, legal, pecuniary, tax or material administrative disadvantage to the Company, the relevant Portfolio or its Shareholders as a whole; (d) in the absence of satisfactory evidence of the transferee's identity; or (e) where the Company is required to redeem appropriate or cancel such number of Shares as are required to meet the appropriate tax of the Shareholder on such transfer. A proposed transferee may be required to provide such representations, warranties or documentation as the Directors may require in relation to the above matters. In the event that the Company does not receive a Declaration in respect of the transferee, the Company will be required to deduct appropriate tax in respect of any payment to the transferee or any sale, transfer, cancellation, redemption, repurchase or other payment in respect of the Shares as described in the section headed "*Taxation*" below.



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## FEES AND EXPENSES

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### MANAGEMENT FEES

The Manager shall be entitled to the management fees in respect of the various Share Class types as outlined for each Portfolio in the “*Portfolio Specific Information – Management and Performance Fees*” section of each Supplement. These fees will be payable out of the assets of the relevant Portfolio. The amount of the management fee shall be determined by the category of the investor as referenced in the Naming Convention.

#### Calculation of Management Fees

The management fees set out in the “*Portfolio Specific Information – Management and Performance Fees*” section of the relevant Supplement in respect of each Class of Shares shall be calculated by the Administrator and accrue pro-rata at each Valuation Point and be payable monthly in arrears at a rate of 1/12 of the rate set out in the “*Portfolio Specific Information – Management and Performance Fees*” section of the relevant Supplement in respect of each Class of Shares as applied on the average Net Asset Value of such Class of Shares for the relevant month.

### PERFORMANCE FEES

The Manager shall be entitled to the performance fees in respect of the various Share Class types as outlined for each Portfolio in the relevant Supplement. These fees will be payable out of the assets of the relevant Portfolio. Investors should refer to the Naming Convention in the “Important Information” section of this Prospectus where a breakdown is provided of the Share Class types. Share Classes with an “E” designation are equalisation Share Classes. Share Classes with an “L” designation are LIBOR benchmark Share Classes. Share Classes with an “M” designation are market/index benchmark Share Classes. Share Classes with an “N” designation are non-benchmarked Share Classes. Details of the manner by which performance fees are calculated is set out in more detail below:

#### Calculation of Performance Fees

The performance fees payable in respect of each Share Class are set out below. The manner in which the appreciation in value in the case of the “L” Share Classes and the “N” Share Classes and the outperformance of the “M” Share Classes are calculated for these purposes is also described in more detail below. In addition, the manner in which the investor’s Benchmark Return is calculated for the purposes of calculating the performance fee is also described in more detail below.

The calculation of the performance fees is verified by the Depositary.

#### “L” Share Classes

In relation to all Share Classes with “L” in the Share Class name (the “L” Share Classes), the performance fee shall be calculated by applying the rate set out in the table disclosed in the “*Portfolio Specific Information – Management and Performance Fees*” section of each Supplement to the aggregate appreciation in value on each investor’s Shares in that Class over the LIBOR rate benchmark return for the relevant “L” Share Class, as described in further detail below, subject to the provisions below that a performance fee will only be payable in respect of increases above the Reference NAV.

#### Calculation Methodology

The appreciation in Net Asset Value in respect of each investor’s Shares in the relevant “L” Share Class shall be calculated as at each Calculation Date by deducting the “Reference NAV” for those Shares from the “Closing NAV” of those Shares for that performance period (the “Current Appreciation”). For the purposes of such calculation, the “Reference NAV” for each Share shall be the higher of the last Net Asset Value per Share as at which a performance fee was payable in respect of

that Share or, in the case of Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued. The “Closing NAV” shall be the Net Asset Value per Share at the Calculation Date as at which the calculation is being made before accrual of the performance fee, except that in respect of an investor who redeems Shares in that performance period other than as at the Calculation Date, the Closing NAV shall be the Net Asset Value per Share at the date of redemption, before accrual of the performance fee.

As further described below, calculating the performance fee on a Share-by-Share basis is done in order to maintain a single Net Asset Value per Share within each Class. As of each Calculation Date, the aggregate amount of Current Appreciation in the Net Asset Value with respect to all Shares within a Class for the relevant performance period is determined. A performance fee equal to a percentage of such aggregate amount of Current Appreciation over the amount of the investors benchmark return for those Shares (as disclosed in the relevant Supplement) is charged to such Class as a whole. This means that, where a performance fee is payable in respect of a Class, the Net Asset Value per Share of all Shares in that Class is reduced equally to reflect the payment of the per Share average of the aggregate performance fee for the Class as a whole and not the individual performance of those Shares during the relevant performance period. Accordingly, it is possible that the Net Asset Value of Shares in a Class held by a Shareholder may reflect the payment of a performance fee even though the Net Asset Value of such Shares experienced no appreciation or even depreciated during the relevant period. Since the Net Asset Value per Share of all Shares within each Class is reduced to reflect the payment of the performance fee attributable to such Class, it is also possible that the Net Asset Value of Shares held by a Shareholder may bear a disproportionate amount of the performance fee in relation to the actual appreciation that such Shares experienced during the relevant period. However, the performance fee attributable to a Share that is redeemed at any time other than at a Calculation Date shall be based on the difference between the Closing NAV of such Share (before accrual of the performance fee) as of the end of the Dealing Day on which such Share is redeemed and the Reference NAV of such Share. Accordingly, when a Share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such Share could be different from the performance fee that would be payable if such Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such Share would not get the benefit of, or suffer the disadvantage of, the allocation of the performance fee across the Class as a whole.

#### *Application of Benchmark Return*

In the case of the “L” Share Classes, the investors benchmark return applicable to such Share Class in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date been invested at the commencement of the performance period at the average rate of the relevant three month LIBOR rate (or its currency equivalent) disclosed herein set on the first Business Day of each calendar quarter and accruing simply (and not compounding) day by day on the basis of a 360 day year.

#### *Calculation of Benchmark Return*

Details of the relevant Benchmark Returns in respect of the “L” Share Classes are set out below:

#### *LIBOR*

Functional Currency	Reference Rate	Bloomberg Ticker	Source
USD	US Dollar LIBOR	US0003M <INDEX>	ICE LIBOR USD 3 Month
EUR	EURIBOR	EUR003M <INDEX>	EURIBOR 3 Months Act/360
GBP	GBP LIBOR	BP0003M <INDEX>	ICE LIBOR GBP 3 Month
CHF	CHF LIBOR	SF0003M <INDEX>	ICE LIBOR CHF 3 Month
AUD	AUD LIBOR	AU1303M <INDEX>	BBA LIBOR AUD National Australia Bank 3 Month
CAD	CAD LIBOR	CD0R03 <INDEX>	Canada Bankers Acceptances 3 Months
DKK	DKK LIBOR	CIDB03M <INDEX>	Copenhagen Interbank Offer Rate Danske Bank 3 Month
JPY	Yen LIBOR	JY0003M <INDEX>	ICE LIBOR JPY 3 Month
NOK	NOK LIBOR	NIBOR3m <INDEX>	Oslo Bor NIBOR 3 month

Functional Currency	Reference Rate	Bloomberg Ticker	Source
USD	US Dollar LIBOR	US0003M <INDEX>	ICE LIBOR USD 3 Month
EUR	EURIBOR	EUR003M <INDEX>	EURIBOR 3 Months Act/360
GBP	GBP LIBOR	BP0003M <INDEX>	ICE LIBOR GBP 3 Month
PLN	PLN LIBOR	WIBR3M <INDEX>	Warsaw Interbank 3 Months offered Rate
SEK	SEK LIBOR	STBB3M <INDEX>	STIBOR Interbank Offer Rate 3 Month
SGD	SGD LIBOR	SIBF3M <INDEX>	Assoc. of Banks in Singapore SGD SIBOR 11am 3 Months

## “M” Share Classes

In relation to all Share Classes with “M” in the Share Class name (the “M” Share Classes), the performance fee shall be calculated by applying the rate set out in the table disclosed in the “*Portfolio Specific Information – Management and Performance Fees*” section of each Supplement to the aggregate outperformance of each investor’s Shares in the relevant “M” Share Class over the relevant market or index based benchmark return or fixed rate return in respect of those Shares, as described in further detail below.

### Calculation Methodology

The outperformance of the relevant benchmark or fixed rate return in respect of each investor’s Shares in the relevant “M” Share Class shall be calculated as at each Calculation Date by deducting the “Benchmark Level” for those Shares from the “Closing NAV” of those Shares for that performance period (the “Outperformance”). For the purposes of such calculation, the “Benchmark Level” will be the Net Asset Value per Share at the preceding Calculation Date plus the Benchmark Return. The Benchmark Return for each Share shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date been invested at the commencement of the performance period in the relevant market or index or at the relevant fixed rate return in the currency in which the relevant Class is denominated. The “Closing NAV” shall be the Net Asset Value per Share at the Calculation Date as at which the calculation is being made before accrual of the performance fee, except that in respect of an investor who redeems Shares in that performance period other than as at the Calculation Date, the Closing NAV shall be the Net Asset Value per Share at the date of redemption, before accrual of the performance fee.

In the event that the performance of a Share over a performance period is less than the Benchmark Return, no performance fee shall be payable in respect of that Share until such underperformance relative to its Benchmark Return has been recovered.

As further described below, calculating the performance fee on a Share-by-Share basis is done in order to maintain a single Net Asset Value per Share within each Class. As of each Calculation Date, the aggregate amount of Outperformance with respect to all Shares within a Class for the relevant performance period is determined. A performance fee equal to a percentage of such aggregate amount of Outperformance for those Shares (as disclosed in the relevant Supplement) is charged to such Class as a whole. This means that, where a performance fee is payable in respect of a Class, the Net Asset Value per Share of all Shares in that Class is reduced equally to reflect the payment of the per Share average of the aggregate performance fee for the Class as a whole and not the individual performance of those Shares during the relevant performance period. Accordingly, it is possible that the Net Asset Value of Shares in a Class held by a Shareholder may reflect the payment of a performance fee even though the Net Asset Value of such Shares experienced no outperformance or even an underperformance during the relevant period. Since the Net Asset Value per Share of all Shares within each Class is reduced to reflect the payment of the performance fee attributable to such Class, it is also possible that the Net Asset Value of Shares held by a Shareholder may bear a disproportionate amount of the performance fee in relation to the actual outperformance that such Shares experienced during the relevant period. However, the performance fee attributable to a Share that is redeemed at any time other than at a Calculation Date shall be based on the difference between the Closing NAV of such Share (before accrual of the performance fee) as of the end of the Dealing Day on which such Share is redeemed and the Benchmark Level in respect of such Share.

Accordingly, when a Share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such Share could be different from the performance fee that would be payable if such Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such Share would not get the benefit of, or suffer the disadvantage of, the allocation of the performance fee across the Class as a whole.

#### *Application of Benchmark Return*

In the case of the “M” Share Classes, the investors benchmark return applicable in any performance period shall be the aggregate notional return which would have accrued in that performance period had a sum equal in value to the Net Asset Value per Share at the preceding Calculation Date been invested at the commencement of the performance period in the relevant market or index or had received the fixed rate return in the currency in which the relevant Class is denominated.

#### *Calculation of Benchmark Return*

Details of the relevant Benchmark Returns in respect of the “M” Share Classes are set out below:

#### **MSCI EM Index**

Functional Currency	Index	Bloomberg Ticker	Source
USD	MSCI EM Index (TRND)	NDUEEGF	Bloomberg
Non-USD	MSCI EM Index (TRND)	NDUEEGF - converted at the WMCL closing FX rates	Bloomberg World Market Company London

#### **DJ-UBSCI<sup>SM</sup>**

Functional Currency	Index	Bloomberg Ticker	Source
USD	Dow Jones-UBS Commodity Index Total Return <sup>SM</sup> (DJ-UBSCI <sup>SM</sup> )	DJUBSTR	Bloomberg
EUR	Dow Jones-UBS Commodity Index Euro Hedged Daily Total Return <sup>SM</sup>	DJUBDET	Bloomberg
CHF	Dow Jones-UBS Commodity Index Swiss Franc Hedged Daily Total Return <sup>SM</sup>	DJUBDET	Bloomberg
GBP	Dow Jones-UBS Commodity Index Pound Sterling Hedged Daily Total Return <sup>SM</sup>	DJUBDPT	Bloomberg
CAD	Dow Jones-UBS Commodity Index Canadian Dollar Hedged Daily Total Return <sup>SM</sup>	DJUBDCT	Bloomberg
JPY	Dow Jones-UBS Commodity Index Yen Hedged Daily Total Return <sup>SM</sup>	DJUBDYT	Bloomberg
AUD	Dow Jones-UBS Commodity Index Australian Dollar Hedged Daily Total Return <sup>SM</sup>	DJUBDAT	Bloomberg
All other currencies	a daily currency hedged version of the Dow Jones-UBS Commodity Index Total Return <sup>SM</sup> is not available an equivalent currency hedging methodology will be applied to determine the appropriate benchmark return		

Further information on the DJ-UBSCI<sup>SM</sup>, including the currency hedging methodology, may be obtained from the Investment Manager or found at <http://www.djindexes.com/commodity/>.

#### **“N” Share Classes**

In relation to all Share Classes with “N” in the Share Class name (the “N” Share Classes), the performance fee shall be calculated at the rate set out in the “*Portfolio Specific Information – Management and Performance Fees*” section of the relevant Supplement in the manner set out in the “*Fees and Expenses*” section of the relevant Supplement.

### *Application of Benchmark Return*

In the case of the “N” Share Classes, please see the “*Fees and Expenses*” section of the relevant Supplement.

### **“E” Share Classes**

The performance fees payable in relation to all Share Classes with “E” in the Share Class name (the “E” Share Classes”) are calculated in the same way as “L” Share Classes. However, an Equalisation Method applies in respect of the calculation of performance fees payable in relation to “E” Share Classes as set out below.

### *Calculation Methodology*

### **“E” Share Classes**

The performance fees payable in relation to all Share Classes with “E” in the Share Class name (the “E” Share Classes”) are calculated in the same way as “L” and “N” Share Classes (as set out above). However, an Equalisation Method applies in respect of the calculation of performance fees payable in relation to “E” Share Classes as set out below.

### *Adjustments required in respect of “E” Shares when charging a performance fee using the Equalisation Method*

If an investor subscribes for E Shares at a time when the Net Asset Value per Share of the relevant Class is other than the Reference NAV (as defined above) of that Class, certain adjustments will be made to reduce inequities that could otherwise result to the Shareholder or to the Investment Manager.

### *Subscriptions in respect of “E” Shares below Reference NAV*

If “E” Shares are subscribed for at a time when the Net Asset Value per Share is less than the Reference NAV, the Shareholder will be required to pay a performance fee with respect to any subsequent appreciation in the value of those Shares. With respect to any appreciation in the value of those Shares from the Net Asset Value per Share at the date of subscription up to the Reference NAV, the performance fee will be charged at the end of each Calculation Date by redeeming for nil consideration such number of the Shareholder’s Shares of the relevant Share Class as have an aggregate Net Asset Value (after accrual for any performance fee) equal to X% of any such appreciation (where “X” equals the percentage set out in the table above for the relevant sub-fund), (a “Performance Fee Redemption”). An amount equal to the aggregate Net Asset Value of the Shares so redeemed will be paid to the Investment Manager as a performance fee. Performance Fee Redemptions are employed to ensure that the relevant sub-fund maintains a uniform Net Asset Value per Share of each Share Class. As regards the Shareholder’s remaining Shares of the relevant Share Class, any appreciation in the Net Asset Value per Share of those Shares above the Reference NAV of that Share Class will be charged a performance fee in the normal manner described above.

### *Subscriptions in respect of “E” Shares above Reference NAV*

If “E” Shares are subscribed for at a time when the Net Asset Value per Share is greater than the Reference NAV per Share of the relevant Class, the Shareholder will be required to pay an amount in excess of the then current Net Asset Value per Share of that Class equal to X% of the difference between the then current Net Asset Value per Share of that Class (before accrual for the performance fee) and the Reference NAV per Share of that Class (where “X” equals the percentage set out in the table above for the relevant sub-fund) (an “Equalisation Credit”). At the date of subscription, the Equalisation Credit will equal the performance fee per Share accrued with respect to the other Shares of the same Share Class in the relevant sub-fund (the “Maximum Equalisation Credit”). The Equalisation Credit is payable to account for the fact that the Net Asset Value per Share of that Class has been reduced to reflect an accrued performance fee to be borne by existing Shareholders of the same Share Class and serves as a credit against performance fees that might otherwise be payable by the relevant sub-fund but that should not, in equity, be charged against the Shareholder making the

subscription because, as to such Shares, no favourable performance has yet occurred. The Equalisation Credit ensures that all holders of Shares of the same Share Class have the same amount of capital at risk per Share.

The additional amount invested as the Equalisation Credit will be at risk in the relevant sub-fund and will therefore appreciate or depreciate based on the performance of the relevant Share Class subsequent to the issue of the relevant Shares but will never exceed the Maximum Equalisation Credit. In the event of a decline as at any Valuation Day in the Net Asset Value per Share of that Class, the Equalisation Credit will also be reduced by an amount equal to X% of the difference between the Net Asset Value per Share of the relevant Share Class (before accrual for the performance fee) at the date of issue and as at that Valuation Day (where "X" equals the percentage set out in the table above for the relevant sub-fund). Any subsequent appreciation in the Net Asset Value per Share of the relevant Share Class will result in the recapture of any reduction in the Equalisation Credit but only to the extent of the previously reduced Equalisation Credit up to the Maximum Equalisation Credit.

At the Calculation Date, if the Net Asset Value per Share of the relevant Class (before accrual for the performance fee) exceeds the Reference NAV of that Class, that portion of the Equalisation Credit equal to X% of the excess, multiplied by the number of Shares of that Share Class subscribed for by the Shareholder, will be applied to subscribe for additional Shares of that Share Class for the Shareholder (where "X" equals the percentage set out in the table above for the relevant sub-fund). Additional Shares of the relevant Share Class will continue to be so subscribed for at the end of each Calculation Date until the Equalisation Credit, as it may have appreciated or depreciated in the relevant sub-fund after the original subscription for that Share Class was made, has been fully applied.

If the Shareholder redeems its Shares of the relevant Class before the Equalisation Credit (as adjusted for depreciation and appreciation as described above) has been fully applied, the Shareholder will receive additional redemption proceeds equal to the Equalisation Credit then remaining multiplied by a fraction, the numerator of which is the number of Shares of that Share Class being redeemed and the denominator of which is the number of Shares of that Share Class held by the Shareholder immediately prior to the redemption in respect of which an Equalisation Credit was paid on subscription.

### **Calculation Frequency**

Performance fees accrue at each Valuation Point and are calculated by the Administrator in respect of each Share Class on the dates set out in the "Fees and Expenses" section of the relevant Supplement (each a "**Calculation Date**").

If a Share is redeemed at any time other than at a Calculation Date, any performance fee that has been accrued in respect of the redeemed Share will crystallise and be paid by the Company to the Manager as soon as possible at the beginning of the month immediately following the month in which such redemption takes place.

For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, a Share was issued subsequent to the preceding Calculation Date, the performance period for that Share shall commence on the date of issue of that Share and end on the Calculation Date as at which the performance fee is to be calculated. Finally, if a Share was redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for that Share shall commence on the Business Day following the immediately preceding Calculation Date or the date of issuance of the Share, as applicable, and end on the Dealing Day in respect of which that Share is to be redeemed.

In the case of Shares which have yet to commence trading, the first calculation period following the issue of such Shares will run from the end of the relevant Initial Offer Period, or such later date at which they may be issued in accordance with the provisions of this Prospectus, to the next following Calculation Date. The Reference NAV in respect of such Shares shall be the relevant Initial Offer Price.

## General Information

Without prejudice to the above, the Manager may from time to time and at its sole discretion and out of its own resources decide to rebate to some or all Shareholders or to intermediaries, part or all of the management and performance fees. Any such rebates may be applied in paying up additional Shares to be issued to the Shareholder. Such shares shall be issued to the Shareholders at their Net Asset Value.

The Manager shall also be entitled to reimbursement of all out-of-pocket expenses incurred for the benefit of the Company including expenses incurred by the Investment Manager, the Administrator and/or by the Distributor and charged to it. The Manager will pay the fees of the Investment Manager out of its management and performance fees and the Investment Manager will pay the Investment Advisers (if any) out of its fees.

The Manager may, at its discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Portfolio and/or the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive part of the management fee in respect of any particular payment period.

## ADMINISTRATION AND DEPOSITARY FEES

The following information relates to all of the Portfolios.

The Company incurs the following additional costs, charges, fees and expenses (together, the “Costs”) which relate to the administration of each Portfolio:

- Costs for administration services provided to the Company which includes fees paid to the Administrator and may include services provided by other entities outside of the Man Group (“**Administration Costs**” described below); and
- Costs for administrative support services oversight provided by GLG LP or its delegates pursuant to the Administrative Services Agreement (“**Administrative Support Services**” described below).

The Company will be subject to an annual “Administration Fee” of 0.30% of the Net Asset Value of each Portfolio to cover the Administration Costs and Administrative Support Services. The Administration Fee shall accrue on a daily basis and shall be payable monthly in arrears on the last Business Day of each month at a rate of 1/12 of 0.30% of the average Net Asset Value of the relevant Portfolio in the relevant month.

A part of the Administration Fee relating to the Administration Costs will be paid by the Company to the Manager (for on-payment as applicable to entities outside of the Man Group) and the remainder of the Administration Fee will be paid by the Company to the Investment Manager or its delegates for Administrative Services.

In addition, the Company will incur costs which may include but are not limited to: fund registrations, expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, professional fees (including the Auditors and the legal advisors) and tax reporting services (“**Other Expenses**”). Other Expenses will be charged to each Portfolio in addition to the Administration Fee. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense can be allocated to all Portfolios *pro rata* to the value of the net assets of the Relevant Portfolio.

The Company will also reimburse the Manager out of the assets of the Company for reasonable out-of-pocket expenses incurred by the Administrator and GLG LP. The Manager will be responsible for reimbursing the Administrator and GLG LP for these expenses. GLG LP or its delegates may waive or rebate to an individual Portfolio a portion or all of what it receives from the Administration Fee for its provision of the Administrative Support Services. GLG LP or its delegates or the relevant Investment Manager may also choose to reimburse the Company for all or part of the Administration Costs and/or all or part of the Other Expenses incurred by a Portfolio.

The Administration Costs may include but are not limited to:

- Fund administration costs, including fund valuation services, as well as transfer agency and client services
- Middle office costs including all relevant position and cash reconciliation processes, cash management and other verification procedures
- Additional independent valuation services where applicable
- Investor trade processing and order routing systems
- Regulatory reporting
- Relevant middle and back office software and systems
- Industry data feeds relating to the provision of the Administrative Support Services
- Investment trade matching services
- SWIFT or similar messaging services
- Membership of relevant industry, rating and classification bodies
- Investor mailing and associated costs

The Administrative Support Services may include but are not limited to:

- provision and support for portfolio management and risk systems to enable the Company's operation, validation of position, price and profit and loss information on a daily basis;
- Production of daily profit and loss analysis and performance attribution;
- Reconciliation and validation of Net Asset Value in conjunction with the Administrator;
- Daily reconciliation of cash and positions for all of the Company's holdings;
- Provision of operational support to the Company;
- OTC servicing including the review and tracking of documentation;
- Reconciliation and facilitation of settlement; and
- Provision of services in connection with treasury and stock loans to the Company to enable efficient funding and settlement of transactions.

#### *Depository Fee*

The Company will pay the Depository a depository fee which will not exceed 0.04% per annum of the Net Asset Value of the relevant Portfolio together with value added tax, if any, applicable to such fees.

The Company will also reimburse the Depository out of the assets of the relevant Portfolio for reasonable out-of-pocket expenses incurred by the Depository and for fees (which will not exceed normal commercial rates) and reasonable out of pocket expenses of any sub-depositary appointed by the Depository and will be liable for transaction charges. The fees and expenses of the Depository shall accrue on a daily basis and shall be payable monthly in arrears.

#### **DISTRIBUTORS' FEES**

All of the fees payable to the Distributors will be paid by the Manager out of the up-front sales fees, management fees or performance fees received by the Manager from the Company. Accordingly, the up-front sales fees described above are paid to the Manager who will pay the fees of the Distributor.

The Manager may appoint additional distributors in respect of the distribution and sale of the Shares from time to time. The fees of any such distributors will be borne by the Manager out of its management fees, performance fees or out of the up-front sales fees received by the Manager.

#### **SWITCHING BETWEEN PORTFOLIOS**

There is no sales or distribution charge payable on an exchange of Shares in a Portfolio for Shares in any other Portfolio of the Company.



## ESTABLISHMENT AND OPERATING EXPENSES

The establishment expenses and amortisation period in relation to each Portfolio is set out in the “*Fees and Expenses – Establishment Expenses*” section of the relevant Supplement.

In each case the amortisation period commenced or will commence immediately upon the launch of the relevant Portfolio and the tables in the Supplements provide details of those Portfolios which have fully amortised their costs as at the date of the relevant Supplement.

In circumstances where the Directors believe that the organisational expenses shall not be material in the context of the overall net asset value of a Portfolio and that it may be fair and equitable that the initial Shareholders in a Portfolio should not bear all of the organisational costs, they may determine that the Portfolio will amortise its organisational costs over the first five years following launch of the relevant Portfolio. The Directors are satisfied that the approach to be adopted by the Company accords with market practice in Ireland and are satisfied that based on the information available to them, the amortisation costs are not likely to be material and the auditors’ report is unlikely to be qualified in this regard.

The Company may also pay certain other costs and expenses incurred in its operation, including without limitation, withholding taxes that may arise on Investments, clearing and registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, insurance, interest, brokerage costs, promotional and marketing expenses, market, consumer and industry data and information and other alternative data (e.g. news and quotation equipment and services, including fees due to data and software providers, exchanges and other third party data and information vendors, and other non-traditional data and information sources) (together referred to as “Ongoing Data Charges”) and all professional and other fees and expenses in connection therewith and the cost of publication of the Net Asset Value of the Shares.

The cost and charges documents available through the hyperlink below seek to provide illustrations of the amount of costs and charges that might be applied to each Share class over a future 12 month period and the potential effect of such costs and charges on hypothetical investment amounts. The figures presented in these documents are based on historic costs and charges data which serves as a proxy for expected future costs and charges. The figures are calculated on a best efforts basis, are subject to revision and may vary materially from the actual costs and charges incurred by the Share classes over the 12 month periods. The Costs and Charges documents can be found here: [www.man.com/ccd/man-funds-vi-plc](http://www.man.com/ccd/man-funds-vi-plc). Where it is contemplated that a Portfolio shall incur Ongoing Data Charges in the course of its operations, disclosure shall be made in the relevant Supplement (in the section titled “*Portfolio Specific Information*”).

Expenses will be allotted to the Portfolio or Portfolios to which, in the opinion of the Directors, they relate. If an expense is not readily attributable to any particular Portfolio the Directors shall have discretion to determine the basis on which the expense shall be allocated between the Portfolios. In such cases the expense can be allocated to all Portfolios *pro rata* to the value of the net assets of the relevant Portfolio.

Under the Articles, the Directors are entitled to a fee in remuneration for their services at a rate to be determined from time to time by the Directors, but so that the aggregate amount of Directors’ remuneration in any one year shall not exceed USD50,000 in respect of any Portfolio. The Directors and any alternate Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any other meetings in connection with the business of the Company.

The Manager may, at its discretion, contribute directly towards the expenses attributable to the establishment and/or operation of the Company or any particular Portfolio and/or the marketing, distribution and/or sale of Shares and may from time to time at its sole discretion waive part of the management fee in respect of any particular payment period.

## DISTRIBUTION POLICY

The Articles empower the Directors to declare distributions in respect of any distributing Share Classes ("**Dist Share Classes**") out of income (including dividend and interest income) and the excess of realised and unrealised capital gains over realised and unrealised losses in respect of investments of the Company and out of capital.

### Types of Dist Share Classes

Net-Dist	The policy of these Dist Share Classes is to distribute from net income for the relevant accounting period after the deduction of fees, charges and expenses. For the avoidance of doubt net income excludes any realised and unrealised capital gains and losses incurred during a relevant period.
G-Dist	The policy of these Dist Share Classes is to distribute from net income for the relevant accounting period before the deduction of fees, charges and expenses. The "G-Dist" Classes may deduct fees, charges and expenses from capital and distributions may also include realised and unrealised capital gains. This may result in capital erosion and therefore foregoes the potential for future capital growth.

### *Distribution Frequency of Distribution Share Classes*

Dist Share Classes may differ in terms of their distribution frequency. Dist Share Classes may distribute monthly, quarterly, bi-annually or annually determined at the launch of the relevant Share Class. Dist Share Classes will use the following letters to denote frequency of payment.

Class Naming	Description
A	Distributions will be paid annually within 4 weeks of the last day of the year
BA	Distributions will be paid bi-annually within 4 weeks of 30 June and 31 December respectively
Q	Distributions will be paid quarterly within 4 weeks of the last day of each calendar quarter
MO	Distributions will be paid monthly within 4 weeks of the last day of each month

The Directors reserve the right to increase or decrease the frequency of payments for a Dist Share Class at their discretion on prior notice to Shareholders in the relevant Class.

### *Payment of Distributions to Shareholders of Dist Share Classes*

Distributions will be paid by wire transfer in accordance with the bank account details nominated by the Shareholder on the Application Form unless the Shareholder shall have elected that distributions otherwise payable in cash be automatically re-invested in further Shares in the relevant Portfolio. The distribution in respect of such Share Classes may be reduced by the Directors at their absolute discretion and upon prior notice to holders of Shares in the relevant Classes.

At the discretion of the Directors, dividends in respect of Shares in any Portfolio may be paid in a currency other than the currency of denomination of the relevant Class at the exchange rate applicable on the relevant distribution date. Any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend shall be forfeited and shall revert to the relevant Portfolio.

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## DETERMINATION AND PUBLICATION AND TEMPORARY SUSPENSION OF NET ASSET VALUE

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### Determination and Publication of Net Asset Value

In respect of each Portfolio, unless specified otherwise in the relevant Supplement, the Directors have determined that the Net Asset Value shall be calculated on each Business Day, each Business Day shall be a Valuation Day and a Valuation Day shall be a Dealing Day.

The valuation policies and procedures relating to the Company seek to establish a consistent framework and methodology for the determination, validation, approval, regular monitoring and review of pricing all positions used in the determination of the Net Asset Value of the Portfolios. The Company is committed to maintaining standards for the valuation of assets consistent with best industry practices. A supplement detailing the Company's current valuation policy is available upon request.

The Directors have appointed an Independent Pricing Committee ("**IPC**") to undertake certain services concerning the valuation policies and procedures relating to the Company.

The IPC is an independent body set up to: (1) establish a pricing matrix (a table which lays out a pricing source for certain assets and liabilities) which the Directors have adopted for the Company and which is used by the Administrator to calculate the value of the assets and liabilities held by the Company; and (2) to establish the prices of any positions held in the Company that do not have an independently ascertainable value as per the pricing matrix. In addition, the IPC provides general governance and oversight of the valuation process.

Neither the Directors nor the Administrator, the Investment Manager or the Depositary shall be under any liability if a price reasonably believed by them to be the latest available price or, as the case may be, middle market quotation for the time being, may be found not to be such.

The Net Asset Value of a Portfolio shall be calculated by ascertaining the value of the assets of the Portfolio and deducting from such amount the liabilities of the Portfolio (which shall include all fees and expenses payable and/or accrued and/or estimated to be payable by the Company to the Manager, the Investment Manager, the Depositary and the Administrator). The Net Asset Value per Share in each Portfolio shall be calculated by dividing the Net Asset Value of the Portfolio by the number of Shares of the relevant Portfolio in issue, subject to such adjustments, if any, as may be necessary to reflect different fee arrangements, in respect of different Classes of Shares in the relevant Portfolios and shall be expressed in the denomination applicable to the relevant Share Class. The Investment Manager may hedge the foreign currency exposure of Hedged Share Classes denominated in a currency other than the Base Currency in order that investors in those Hedged Share Classes receive a return in the currency of the relevant Hedged Share Class substantially in line with the investment objective of the Portfolio. As foreign exchange hedging will be utilised for the benefit of a particular Share Class, its cost and related liabilities and/or benefits shall be for the account of that Share Class only. Accordingly, such costs and related liabilities and/or benefits will be reflected in the Net Asset Value per Share for Shares of any such Class. There is no guarantee that the exposure of the currency in which the Shares are denominated can be fully hedged against the Base Currency of the relevant Portfolio. Share Classes may not be leveraged as a result of currency hedging transactions.

Investors should be aware that while holding Shares denominated in a currency other than the Base Currency of a Portfolio may protect investors from a decline in the value of the Base Currency against the currency in which their Shares are denominated, investors will not benefit if the currency in which their Shares are denominated appreciates against the Base Currency.

The up-to-date Net Asset Value per Share shall be posted on Bloomberg ([www.bloomberg.com](http://www.bloomberg.com)) and/or such other newspapers or through such other media as the Directors may from time to time determine, on each Business Day. The Net Asset Value per Share shall also be available from the Administrator at its offices at Guild House, Guild Street, IFSC, Dublin 1, Ireland.

In determining the value of the assets of any Portfolio, each Investment which is quoted, listed or traded on or under the rules of any Recognised Market shall be valued by reference to the price appearing to the Manager to be the last traded price, or (if bid and offer quotations are made) the latest available middle market quotation, on the relevant Recognised Market at the relevant Valuation Point. The value of any Investments listed, quoted or traded on a Recognised Market but acquired or traded at a premium or discount outside of or off the Recognised Market may be valued taking into account the level of premium or discount as of the date of valuation of the instrument and the Depositary must ensure the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the relevant asset. If the Investment is normally quoted, listed or traded on or under the rules of more than one Recognised Market, the relevant Recognised Market shall be that which the Manager determines provides the fairest criterion of value for the Investment. If prices for an Investment quoted, listed or traded on the relevant Recognised Market are not available as at the Valuation Point or are unrepresentative in the opinion of the Manager or its delegates, such Investment shall be valued at such value as shall be certified with care and good faith as the probable realisation value of the Investment by a competent professional person, firm or corporation (appointed for such purpose by the Manager or its delegates and approved for that purpose by the Depositary) or at such other value as the Manager (in consultation with the Investment Manager and the Administrator and with the approval of the Depositary) consider in the circumstances to be the probable realisation value of the Investment. None of the Directors, the Administrator, the Investment Manager, or the Depositary shall be under any liability if a price reasonably believed by them to be the last traded price or, as the case may be, middle market quotation for the time being, may be found not to be such.

The value of any Investment which is not normally quoted, listed or traded on or under the rules of a Recognised Market (including over-the-counter derivatives), shall be valued with care and in good faith at its probable realisation value as determined by the Manager in consultation with the Investment Manager or by a competent person appointed for such purpose by the Manager and approved for such purpose by the Depositary.

Fixed income securities may be valued by reference to the valuation of the securities which are considered comparable in rating, yield, due date and other characteristics where reliable market quotations are not available, using a methodology which will be compiled by the Manager or its delegate.

Units or Shares in collective investment schemes which are not valued in accordance with the provisions above shall be valued on the basis of the latest available net asset value per unit as published by the collective investment scheme.

Cash deposits and similar investments shall be valued at their face value together with accrued interest unless in the opinion of the Manager (in consultation with the Investment Manager and the Depositary) any adjustment should be made to reflect the fair value thereof.

Derivative instruments including but not limited to exchange-traded swaps, interest rate futures contracts and other financial futures and options contracts which are traded on a Recognised Market shall be valued by reference to the price appearing to the Manager to be the settlement price as of the relevant Valuation Point as determined by the relevant Recognised Market provided that where it is not the practice of the relevant Recognised Market to quote a settlement price, or if a settlement price is not available for any reason, such instruments shall be valued at their probable realisation value estimated with care and in good faith by a competent person appointed by the Manager and approved for that purpose by the Depositary.

Derivative instruments and forward exchange contracts which are not dealt on a Recognised Market shall be valued by the counterparty at least daily, provided that the valuation is verified at least weekly either by the Investment Manager or other independent party such person to be independent of the counterparty and approved for that purpose by the Depositary. If a derivative instrument is valued in any other way, such valuation shall be reconciled on at least a monthly basis to a valuation provided by the counterparty and any significant difference shall be promptly investigated and explained.

Over-the-counter ("OTC") derivatives will be valued either using the counterparty's valuation or an alternative valuation, including valuation by the Company or by an independent pricing vendor

appointed by the Directors and approved for this purpose by the Depositary. OTC derivatives shall be valued at least daily. If using the counterparty's valuation, such valuation must be approved or verified on a weekly basis by a party independent of the counterparty (which may include the Company or a party related to the OTC counterparty provided that it is an independent unit within the same group and which does not rely on the same pricing models employed by the counterparty) and approved by the Depositary. If using an alternative valuation, the Company will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA. In the event that the Company opts to use an alternative valuation, the Company will use a competent person appointed by the Directors, approved for this purpose by the Depositary, or will use a valuation by any other means provided that the value is approved by the Depositary. All alternative valuations will be reconciled with the counterparty's valuation on at least a monthly basis. Any significant differences to the counterparty valuation will be promptly investigated and explained. Forward foreign exchange and interest rate swap contracts may be valued in accordance with the provisions of paragraph above or, alternatively, by reference to freely available market quotations.

Where the investment policy of a Portfolio is primarily to invest in cash and high quality money market securities which have a remaining maturity of 397 days or less (or which have regular yield adjustments at least every 397 days or have a risk profile that corresponds to financial instruments with a maturity of up to 397 days), the Portfolio may be valued by using the amortised cost method of valuation whereby the relevant security is valued at its cost of acquisition adjusted for amortisation of premium or accretions of discount on the security. In addition, where any other Portfolio invests in securities which have a remaining maturity of three months or less and have no specific sensitivity to market parameters, including credit risk, such securities may also be valued by using the amortised cost method of valuation. The Manager, or the Administrator as their delegate, will review the valuation of such securities in accordance with the requirements of the Central Bank.

Notwithstanding the above provisions the Manager may, with the prior consent of the Depositary and in consultation with the Investment Manager, adjust the valuation of any Investment or permit some other method of valuation to be used if, having regard to currency, applicable rate of interest, maturity, marketability and/or such other considerations as it deems relevant, it considers that such adjustment is required to reflect more fairly the value thereof.

Values of assets expressed in a currency other than the Base Currency of the relevant Portfolio will be converted by the Administrator into the Base Currency of the relevant Portfolio at the latest available exchange rate at the Valuation Point.

In the absence of bad faith or manifest error, every decision taken by the Manager or any duly authorised person on behalf of the Company in calculating the Net Asset Value per Share or the Net Asset Value of a Portfolio, shall be final and binding on the Company and on present, past and future Shareholders.

Dividends, interest and capital gains (if any) which the Company receives with respect to its investments (other than securities of Irish issuers) may be subject to taxes, including withholding taxes, in certain countries in which the issuers of investments are located. It is anticipated that the Company may not be able to benefit from reduced rates of withholding tax in double taxation agreements between Ireland and such countries. If this position changes in the future and the application of a lower rate results in a repayment to the Company, the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

Notwithstanding any other provisions of the Articles, the Manager, may determine that, in relation to any Portfolio, the value of the relevant Investments shall be calculated by reference to the bid price, where redemptions exceed subscriptions by more than 10% on that Business Day, or by reference to the offer price, where subscriptions exceed redemptions by more than 10% on that Business Day, for such Investments as at the Valuation Point. Any such policy shall be applied consistently in respect of a Portfolio and in respect of all Investments of that Portfolio.

## Temporary Suspension of Net Asset Value

The Directors may at any time, with the approval of the Depositary, temporarily suspend the issue, valuation, sale, purchase, redemption or conversion of Shares during:

- (a) any period when any Recognised Market on which a substantial portion of the Investments for the time being comprised in the relevant Portfolio are quoted, listed or dealt in is closed otherwise than for ordinary holidays, or during which dealings in any such Recognised Market are restricted or suspended;
- (b) any period where, as a result of political, military, economic or monetary events or other circumstances beyond the control, responsibility and power of the Directors, the disposal or valuation of Investments for the time being comprised in the relevant Portfolio cannot, in the opinion of the Directors, be effected or completed normally or without prejudicing the interest of Shareholders;
- (c) any breakdown in the means of communication normally employed in determining the value of any Investments for the time being comprised in the relevant Portfolio or during any period when for any other reason the value of Investments for the time being comprised in the relevant Portfolio cannot, in the opinion of the Directors, be promptly or accurately ascertained; or
- (d) any period when the Company is unable to repatriate funds for the purposes of making redemption payments or during which the realisation of Investments for the time being comprised in the relevant Portfolio, or the transfer or payment of funds involved in connection therewith cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange.
- (e) any period after a notice convening a meeting of Shareholders for the purpose of dissolving the Company or terminating a Portfolio has been issued, up to and including the date of such meeting of Shareholders;
- (f) any period during which dealings in a collective investment scheme in which the Portfolio has invested a significant portion of its assets are suspended;
- (g) any period in which the repurchase of the Shares would, in the opinion of the Directors, result in a violation of applicable laws; or
- (h) any period when the Directors determine that it is in the best interests of the Shareholders to do so.

Notice of any such suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine in respect of any Portfolio, if in the opinion of the Directors, it is likely to exceed fourteen days, and shall be notified within the same Business Day to the Central Bank and without delay to the Irish Stock Exchange and the Shareholders. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible. Shareholders who have requested issue or redemption of Shares of any series or Class will have their subscription or redemption request dealt with on the first Dealing Day after the suspension has been lifted unless applications or redemption requests have been withdrawn prior to the lifting of the suspension.

Save where the determination of the Net Asset Value per Share has been temporarily suspended in the circumstances described above, the Net Asset Value per Share as of the most recent Valuation Day shall be made public at the office of the Administrator, on at least a fortnightly basis, and will be notified by the Administrator without delay to the Irish Stock Exchange.

In the event the Company is required by US law, by agreement with the US Treasury Department or similar government division or department or by any applicable intergovernmental agreement or implementing legislation to withhold amounts in respect of any Shareholder, the Company may, in the discretion of the Directors, direct that such Shareholder shall be charged for such withholding or

redeem all or a portion of such Shareholder's shares so as to ensure that no other Shareholder in the Company will suffer any reduction in the value of their shares as a consequence of such withholding.

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## TERMINATION OF PORTFOLIOS

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The Company may terminate any Portfolio or Class, and redeem all of the Shares of such Portfolio or a Class, if:

- (a) the Shareholders of the Portfolio or Class pass a Special Resolution to approve the redemption of all the Shares in the Portfolio or Class; or
- (b) after the first anniversary of the first allotment of Shares in a relevant Portfolio if the Net Asset Value of the Portfolio falls below USD50,000,000 or the Net Asset Value of the Class falls below USD10,000,000; or
- (c) the Depositary has served notice of its intention to retire under the terms of the Depositary Agreement (and has not revoked such notice) and no new depositary has been appointed by the Company with the approval of Central Bank within six months of the date of service of such notice.



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## THE COMPANY

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The Company is an investment company with variable capital and with segregated liability between sub-funds, incorporated in Ireland under registration number 449860 on 28 November 2007 and was authorised by the Central Bank as a UCITS pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended. The sole object of the Company, as set out in Clause 2 of the Memorandum, is the collective investment in transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public, operating on the principle of risk spreading in accordance with the UCITS Regulations. Authorisation by the Central Bank does not constitute a warranty by the Central Bank as to the creditworthiness or financial standing of the Company and the Central Bank shall not be liable by virtue of that authorisation or by reason of its exercise of the functions conferred on it by the UCITS Regulations for any default of the Company. Authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus.

The Company has been structured as an umbrella fund which means that different Portfolios of assets may be created from time to time by the Directors with the prior approval of the Central Bank. Each Portfolio will be represented by different series of Shares and will be invested in accordance with the investment objective and policies applicable to such Portfolio. Shares of any particular series may be divided into different Classes to accommodate different subscription and/or redemption charges and/or fee arrangements and the Directors may, on prior notice to and upon clearance in advance by the Central Bank, create new Classes of Shares on such terms as the Company may from time to time determine. Pursuant to Irish law, the Company should not be liable as a whole to third parties and there should not be the potential for cross contamination of liabilities between Portfolios. However, there can be no categorical assurance that, should an action be brought against the Company in the courts of another jurisdiction, the segregated nature of the Portfolios will be necessarily upheld. As of the date of this Prospectus, the Directors were not aware of any such existing or contingent liability.

The Company is promoted by GLG LP, details of which are included in the section of the Man GLG Supplement entitled the "*Investment Manager*".

The Directors are responsible for managing the business affairs of the Company. Under the Articles, the Directors have delegated certain of their powers, duties, discretions and/or functions to the Manager which has in turn delegated (i) the management of the assets and investments of the Company to the Investment Manager; (ii) the day-to-day administration of the Company's affairs (including the calculation of the Net Asset Value and the Net Asset Value per Share, Shareholder registration and transfer agency services and distribution and related services) to the Administrator and (iii) the marketing, distribution and sale of Shares to the Distributor.

The Directors and alternate directors are listed below with their principal occupations. None of the Directors has entered into a service contract with the Company nor is any such contract proposed and none of the Directors is an executive of the Company. The Company has granted indemnities to the Directors in respect of any loss or damages which they may suffer save where this results from the Directors' fraud, negligence or wilful default. The Articles do not stipulate a retirement age for Directors and do not provide for retirement of Directors by rotation. The address of the Directors is the registered office of the Company.

### Directors

**Bronwyn Wright (Irish)** is a former Citigroup Managing Director having worked in Capital Markets and Banking, where she was Head of Securities and Fund Services for Citi Ireland with responsibility for the management, growth and strategic direction of the securities and fund services business which included funds, custody, security finance and global agency and trust. Due to her role in managing, leading and growing Citi's European fiduciary business, Ms Wright has extensive knowledge of regulatory requirements and best market practice in the UK, Luxembourg, Jersey and Ireland. She has sat and chaired the boards of the applicable legal vehicles for the fiduciary businesses in each jurisdiction. Due to her engagement in due diligence exercises, she also understands the Nordics and

Asia. Ms Wright holds a degree in Economics and Politics as well as a Masters degree in Economics from University College Dublin. Ms Wright is past chairperson of the Irish Funds Industry Association committee for Trustee Services. She is a former lecturer for the Institute of Bankers in the Certificate and Diploma in Mutual Funds. She is co-author of the Institute of Bankers Diploma in Legal and Regulatory Studies. She has written numerous industry articles, chaired and participated in industry seminars in Europe and the US. She was on an Executive Committee for the DIT School of Accounting and Finance.

**Ronan Daly (British citizen, Irish resident)** is a director of a number of investment funds. Mr. Daly qualified as a solicitor in England and Wales in 1992 and as a barrister and attorney in Bermuda in 1995. Mr. Daly is the co-founder of Centaur Fund Services Limited and previously held senior roles at Citi Fund Services, BISYS, Hemisphere Management and The Bank of Bermuda Limited from 1994 to 2008. Mr. Daly was educated at The University of Manchester and The College of Law, London. He worked at London law firm, Berwin Leighton, from 1989 to 1993. Mr. Daly has spoken at many conferences and written extensively on the funds industry. He was involved in the IOSCO report on Principles for the Valuation of Hedge Fund Portfolios and the AIMA reports on Sound Practice for Hedge Fund Valuations and Alternative Fund Directors. Mr. Daly is a British citizen and is resident in Ireland.

**John Morton (British)** John Morton, is a qualified solicitor and a member of the Law Society of England and Wales. He has previously worked as a corporate solicitor at the in-house firm Cameron McKenna LLP prior to joining Morgan Grenfell Asset Management team as in-house counsel in 1994. In 2000, he joined Société Générale Asset Management UK (SGAM UK) as Head of Legal and his role was subsequently expanded in 2003 to include responsibility for Compliance. Following the take-over of SGAM UK in 2009 by GLG LP, Mr Morton took over responsibility for provision of legal advice for a wide range of regulated funds and products before assuming his current role in October 2016 as Global Co-Head of Legal of Man Group plc.

**Eric Fortier (Canadian citizen, US resident)** acts as an independent non-executive director and consultant to the funds industry. Mr Fortier has over thirty years' experience in the asset management industry, including trading experience. Mr Fortier, from 2008 until 2010, acted as a hedge fund consultant providing advice to the Investment Manager into aspects of the Canadian financial and securities markets and acted from 2006 to 2008 as a finder and freelance marketer of Montreal based HR Strategies' HRS Holdings and HRS Canadian Opportunities Fund. From 1994 to 2001, he was vice-president of Greenwich Capital Markets in Greenwich, Connecticut, managing Greenwich Capital Markets' OTC bond option market making activities for US Treasury and Agency securities. Mr Fortier's other experience includes positions from 1989 to 1992 as vice-president of Bankers Trust Company based in Montreal, Canada and New York responsible for government derivatives market-making, proprietary trading and risk positioning as part of their Global Trading department and from 1986 to 1989 as an associate with Goldman Sachs, US Treasury Bond Options in New York. Mr Fortier graduated from Concordia University, Montreal with a Bachelor of Commerce (B.Comm, High Distinction) in Finance and International Business in 1982 and was awarded a Masters of Business Administration in Finance from the University of Chicago, Graduate School of Business in 1986. Mr Fortier is a director of a number of other companies including funds managed or advised by the Manager and the Investment Manager.

The Company Secretary is Matsack Trust Limited whose registered office is at 70 Sir John Rogerson's Quay, Dublin 2, Ireland.

None of the Directors have had any convictions in relation to indictable offences, been involved in any bankruptcies, individual voluntary arrangements, receiverships, compulsory liquidations, creditors voluntary liquidations, administrations, company or partnership voluntary arrangements, any composition or arrangement with its creditors generally or any class of its creditors of any company or partnership where they were a director or partner with an executive function, nor have had any public criticisms by statutory or regulatory authorities (including recognised professional bodies) nor has any director ever been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company.

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## THE MANAGER

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The Manager of the Company is Man Asset Management (Ireland) Limited which was incorporated in Ireland as a private limited liability company on 17 June 1996 under registration number 250493. The authorised share capital of the Manager is EUR1,499,750 and the issued and paid up share capital of the Manager is EUR138,888.75. The Manager is an indirect wholly-owned subsidiary of Man Group. The Manager is engaged in the business of providing management and administrative services to collective investment schemes and also acts as manager to Man Funds plc, GLG Global Convertible Fund plc, Man GLG Global Opportunity plc, Man Qualifying Investor Fund plc and Man Funds VIII ICAV. The Secretary of the Manager is Matsack Trust Limited.

Under the Management Agreement between the Company and the Manager dated 21 December 2007 (the “**Management Agreement**”), the Manager will provide or procure the provision of management, administration, accounting, registration, transfer agency, distribution and investment management or advisory services to or for the benefit of the Company. Either party may terminate the Management Agreement at any time on thirty (30) days’ notice in writing to the other party, provided that the Company shall not serve a notice of termination unless the holders of not less than 50% of the outstanding issued shares of the Company have previously voted in favour of the termination of the Management Agreement at a general meeting of the Company convened for such purpose. Either party may terminate the Management Agreement immediately in the event of the other party (i) committing any material breach, or persistent breaches, of the Management Agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) being incapable of performing its duties or obligations under the Management Agreement; (iii) being unable to pay its debts as they fall due or otherwise becoming insolvent or entering into any composition or arrangement with or for the benefit of its creditors of any class thereof; (iv) being the subject of any petition for the appointment of an examiner or similar officer to it; (v) having a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) being the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party, or (vii) being the subject of a court order for its winding up. The Company can terminate the Management Agreement at any time by notice in writing to the Manager in the event that the Manager’s tax certificate under Section 446 of the Taxes Consolidation Act 1997 is revoked or that notice of intention to revoke such tax certificate is received by the Manager or if the Manager is otherwise no longer permitted by the Central Bank to perform its duties or exercise its powers under the Management Agreement.

The Management Agreement provides that in the absence of negligence, wilful default, fraud or bad faith, the Manager shall not be liable for any loss or damage arising out of the performance of its obligations and duties under the Management Agreement. The Manager shall not be liable for special, indirect or consequential damages, or for lost profits or loss of business arising out of or in connection with the performance or non-performance of its duties, or the exercise of its powers, under the Management Agreement. The Management Agreement provides further that the Company shall indemnify the Manager (and each of its directors, officers and agents) from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Manager arising out of or in connection with the performance of its duties and/or the exercise of its powers under the Management Agreement (including, without limitation, the delegation of any or all of its duties and powers to the Administrator, the Distributor and/or the Investment Manager) in the absence of negligence, wilful default, fraud or bad faith by the Manager in relation thereto.

The Directors of the Manager are Mr John Morton, (details of whom are set out under the section entitled “The Company”), Ms Victoria Parry, Mr Michael Jackson, Ms Aine O’Connell and Mr Benedict Tibbalds, details of whom are set out below.

**Michael Jackson (Irish)** is managing partner of Matheson, the legal advisors to the Company as to matters of Irish law. He joined Matheson in September 1991 following graduation from University College Cork with a Bachelor of Civil Laws Degree. In 1994 Mr Jackson worked in the investment funds department of a leading international law firm based in the United States returning to Matheson

in October 1994. Between September 1998 and January 1999 he was seconded to the private client services division of a major international investment firm based in London. Mr Jackson returned to Matheson in January 1999 and was admitted to partnership in January 2000. He was head of the Asset Management and Investment Funds Group until his appointment as Managing Partner in 2016. He is a member of the Incorporated Law Society of Ireland. He is also a member of the Irish Financial Services Centre Funds Group. Mr Jackson was a member of the Primary Market Committee and Funds Listing Committee of the Irish Stock Exchange and is a former member of the Council and the former Chairman of the Irish Funds Industry Association.

**Victoria Parry (British citizen, Irish resident)** was Global Head of Product Legal for Man Group plc until April 2013 and now acts as an independent non-executive director and consultant to the funds industry. Prior to the merger of Man Group plc with GLG Partners in 2010, she was Senior Legal Counsel for the Investment Manager. Ms Parry joined Lehman Brothers International (Europe) in April 1996 where she was Legal Counsel with responsibility for inter alia the activities of the GLG Partners division and left Lehman Brothers in September 2000 upon the establishment of the Investment Manager. Prior to joining Lehman Brothers in 1996 Ms Parry practised as a solicitor with a leading London based firm of solicitors. Ms Parry graduated from University College Cardiff, with a LLB (Hons) in 1986. Ms Parry is a solicitor and a member of the Law Society of England and Wales. Ms Parry is a director of a number of other companies including funds managed or advised by the Manager and the Investment Manager.

**Áine O'Connell (Irish)** is a financial consultant. Upon receiving a Bachelor of Commerce Degree from University College Dublin, she joined PricewaterhouseCoopers where she qualified as a chartered accountant in 1992. In 1995 she was appointed general manager at BNY Fund Management (Ireland) Ltd. From 1998, she was Head of Client Servicing and Product Development of AIB/BNY Fund Management, becoming a Director in 2001. Since leaving AIB/BNY in 2002, she has worked as a financial consultant in Dublin specialising in banking and fund administration.

**Benedict Tibbalds (British)** is the Head of Central Risk of Man Group, where he has worked since August 2011. The role includes oversight of Man AHL, Man Numeric and Man FRM market and liquidity risk and chairing the firm's counterparty monitoring committee. Prior to that, he worked at JPMorgan for 11 years – including market risk management covering Exotic and Hybrid Risk and running in-business risk analysis for the global Equity Exotics trading desks. Prior to 2000, Mr Tibbalds worked at Arthur Andersen Business Consulting specialising in finance systems and business process improvement. Mr Tibbalds has an MSc in Mathematical Trading and Finance from Cass Business School and an MSc/MEng in Engineering from Cambridge University.

## REMUNERATION POLICIES AND PRACTICES

The Manager is subject to remuneration policies, procedures and practices (together, the “**Remuneration Policy**”). The Remuneration Policy is consistent with and promotes sound and effective risk management. It is designed not to encourage risk-taking which is inconsistent with the risk profile of the Portfolios. The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Manager, the Company and the Portfolios, and includes measures to avoid conflicts of interest. The Remuneration Policy applies to staff whose professional activities have a material impact on the risk profile of the Manager or the Portfolios, and ensures that no individual will be involved in determining or approving their own remuneration. The Remuneration Policy will be reviewed annually.

Details of the up-to-date Remuneration Policy, including a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee (if any) are available via [www.man.com/gpam-remuneration-policy](http://www.man.com/gpam-remuneration-policy). The Remuneration Policy will be made available for inspection and a paper copy may be obtained, free of charge, at the registered office of the Company.

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## FUND ADMINISTRATION

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The Manager has appointed BNY Mellon Fund Services (Ireland) DAC to act as administrator, registrar and transfer agent of the Company with responsibility for performing certain of the day to day administration of the Company, including the calculation of the Net Asset Value and the Net Asset Value per Share of each Portfolio.

The Administrator is a private limited company incorporated in Ireland on 31 May 1994 and is engaged in the provision of fund administration, accounting, registration, transfer agency and related shareholder services to collective investment schemes and investment funds. The Administrator is authorised by the Central Bank under the Investment Intermediaries Act 1995.

The Administration Agreement between the Manager and the Administrator dated 21 December 2007 shall continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party and may be terminated by either party immediately by notice in writing to the other party (the "Defaulting Party") if the other party shall at any time during the continuance of the Agreement (i) commit any material breach of the Agreement which is either incapable of remedy or has not been remedied within thirty (30) days of the other party serving notice upon the Defaulting Party requiring it to remedy same; (ii) be unable to pay its debts as they fall due or otherwise become insolvent or enter into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iii) be the subject of any petition for the appointment of an examiner or similar officer to it; (iv) have a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (v) be the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party; (vi) be the subject of a court order for its winding up. The Manager may terminate the Administration Agreement immediately if the Administrator receives notice of intention to revoke the tax certificate issued to it under Section 446 of the Taxes Consolidation Act 1997 (the "Tax Certificate"), or has the Tax Certificate revoked or is otherwise no longer permitted to perform its obligations under applicable law.

In the absence of negligence, wilful default or fraud, the Administrator will not be liable for any loss arising as a result of the performance by the Administrator of its obligations and duties under the Administration Agreement. The Manager has agreed to indemnify the Administrator against losses suffered by the Administrator in the proper performance of its obligations and duties under the Agreement, except for losses arising out of the negligence, wilful default or fraud of the Administrator in the performance of its obligations and duties under the Agreement. The Administration Agreement may be terminated forthwith by either party to the Agreement upon termination of the Management Agreement.

In addition to the services provided by the Administrator to the Company, the Company has also appointed the relevant Investment Manager to provide, in respect of the Portfolios which it manages, certain additional administrative services including provision and support for portfolio management and risk systems to enable the Company's operation, validation of position, price and profit and loss information on a daily basis; production of daily profit and loss analysis and performance attribution, reconciliation and validation of Net Asset Value in conjunction with the Administrator; daily reconciliation of cash and positions for all of the Company's holdings; provision of operational support to the Company, including trade booking, settlement, trade matching etc.; management of corporate actions on behalf of the Company; OTC servicing including the review and tracking of documentation, reconciliation and facilitation of settlement; and provision of services in connection with treasury and stock loans to the Company to enable efficient funding and settlement of transactions. Pursuant to the relevant Administrative Services Agreement, the relevant Investment Manager may also, with the consent of the Manager, delegate some or all of these duties and responsibilities delegated to it under the Administrative Services Agreement to a third party.

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## THE DEPOSITARY

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The Company has appointed BNY Mellon Trust Company (Ireland) Limited to act as the depositary of the Company's assets pursuant to the Depositary Agreement. The Depositary is a private limited liability company incorporated in Ireland on 13th October 1994. The principal activity of the Depositary is to act as the depositary of the assets of collective investment schemes. The Depositary is authorised by the Central Bank under the Investment Intermediaries Act, 1995.

The duty of the Depositary is to provide safekeeping, oversight and asset verification services in respect of the assets of the Company and each Sub-Fund in accordance with the provisions of the UCITS Regulations. The Depositary will also provide cash monitoring services in respect of each Sub-Fund's cash flows and subscriptions.

The Depositary will be obliged, inter alia, to ensure that the sale, issue, repurchase and cancellation of Shares in the Company is carried out in accordance with the UCITS Regulations and the Articles of Association. The Depositary will carry out the instructions of the Company, unless they conflict with the UCITS Regulations or the Articles. The Depositary is also obliged to enquire into the conduct of the Company in each financial year and report thereon to Shareholders.

Under the Depositary Agreement, the Depositary has power to delegate the whole or any part of its depositary functions, however, 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 has delegated its safe-keeping duties in respect of financial instruments in custody to The Bank of New York Mellon SA/NV and/or The Bank of New York Mellon. The list of sub delegates appointed by The Bank of New York Mellon SA/NV or The Bank of New York Mellon is set out in Appendix V hereto. The use of particular sub delegates will depend on the markets in which the Company invests.

Potential conflicts of interest affecting the Depositary and its delegates may arise from time to time, including, without limitation, where the Depositary or a delegate has an interest in the outcome of a service or an activity provided to the Company, or a transaction carried out on behalf of the Company, which is distinct from the Company's interest, or where the Depositary or a delegate has an interest in the outcome of a service or activity provided to another client or group of clients which is in conflict with the Company's interests. From time to time conflicts may also arise between the Depositary and its delegates or affiliates, such as where an appointed delegate is an affiliated group company and is providing a product or service to the Company and has a financial or business interest in such product or service. The Depositary maintains a conflict of interest policy to address such conflicts.

Where a conflict or potential conflict of interest arises, the Depositary will have regard to its obligations to the Company, applicable law, and its conflicts of interest policy. Up-to-date information regarding the duties of the Depositary, any conflicts of interest that may arise and the Depositary's delegation arrangements will be made available to investors by the Company on request.

In respect of the loss of a financial instrument held in custody by the Depositary or its delegate, the Depositary shall replace the financial instrument held in custody or pay its value to the Company without undue delay, unless the Depositary can prove that the loss resulted from an external event, beyond the reasonable control of the Depositary, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary.

Other than in respect of the loss of a financial instrument held in custody, the Depositary will also be liable for any losses suffered by the Company or the Shareholders as a result of the Depositary's negligence or its intentional failure to properly fulfil its obligations under the UCITS requirements. The Depositary Agreement provides for the indemnification of the Depositary for losses suffered in the proper performance of its duties under the Depositary Agreement subject to exclusions in the case of the Depositary's negligence or its intentional failure to properly fulfil its obligations under the UCITS requirements. Under the UCITS Regulations, the Depositary is obliged to enquire into the conduct of the Company in each financial year and to report thereon to the Shareholders stating whether in the Depositary's opinion the Company has been managed in accordance with the limitations imposed on the investing and borrowing powers of the Company and Depositary described in this Prospectus and

in all other respects in accordance with the Memorandum and Articles of Association of the Company and the UCITS Regulations and, if it has not been so managed, in what respects it has not been so managed and the steps which the Depositary has taken to rectify the situation.

The Depositary Agreement shall continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party provided that such termination shall only take effect upon the appointment of a successor with the approval of the Central Bank. In addition, either party may terminate the Depositary Agreement at any time (i) upon or after the other party going into liquidation, except voluntary liquidation for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party, which approval shall not be unreasonably withheld; (ii) if the other party is unable to pay its debts within the meaning of Section 570 of the Companies Act 2014 of Ireland; (iii) in the event of the appointment of a receiver over any of the assets of the other party; (iv) if an examiner is appointed to the other party or if some event having an equivalent effect occurs; or (v) if the other party commits any material breach of its obligations under the Depositary Agreement and fails to correct the breach within thirty (30) days of the receipt of a notice served by the other party requiring it to do so. The Company may terminate the Depositary Agreement at any time if the Depositary ceases to be authorised under applicable law to carry out its functions pursuant to the Depositary Agreement.

The Depositary is a wholly-owned indirect subsidiary of The Bank of New York Mellon Corporation. BNY Mellon is a global financial services company focused on helping clients manage and service their financial assets, operating in 35 countries and serving more than 100 markets. BNY Mellon is a leading provider of financial services for institutions, corporations and high-net-worth individuals, providing superior asset management and wealth management, asset servicing, issuer services, clearing services and treasury services through a worldwide client-focused team. As at 31 December 2016, it had US\$29.9 trillion in assets under custody and administration and US\$1.6 trillion in assets under management.

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## THE DISTRIBUTOR

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The Manager has appointed Man Investments AG ("**MIAG**") as non-exclusive distributor in relation to the distribution and sale of Shares in the Portfolios.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, MIAG has agreed to distribute the Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party's assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party's jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG's appointment in relation to the Portfolios, upon the termination of the Management Agreement.

The Manager may appoint additional distributors in respect of the distribution and sale of the Shares from time to time. Such appointments shall be in accordance with the requirements of the Central Bank.

Distributors appointed by MIAG or the Manager must consider such information about the relevant Portfolio and its Share classes as is made available by the relevant Investment Manager for the purposes of the product governance regime including, without limitation, target market information and negative target market information.

Distributors and intermediaries may obtain such information by registering and accessing the distributor-only zone of the Investment Manager's website at [www.man.com/emt/man-funds-vi-plc](http://www.man.com/emt/man-funds-vi-plc).



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## LOCAL INTERMEDIARIES

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Local regulations in EEA Member States may, from time to time, require the appointment of paying agents and/or other local agents and the maintenance of accounts by such agents through which subscriptions and redemption monies may be paid. Such local intermediaries shall be appointed in accordance with the requirements of the Central Bank.

The fees of any such intermediate entity will be at normal commercial rates and will be borne by the Manager out of its management fee or by the Shareholders who will avail of the services provided by such agent. In certain circumstances such fees may be borne by the Company out of the assets of the relevant Portfolio or Portfolios. Where the fee is based on the Net Asset Value of the Portfolio, all Shareholders may avail of the services provided by the local intermediary or the fee will be payable only out of the Net Asset Value attributable to the Class/Classes of the Portfolio in respect of which Shareholders are entitled to avail of such services.

Investors who choose or are obliged under local regulations to pay/receive subscription/redemption monies via such an intermediary entity rather than directly to or from the Depositary (e.g. a sub-distributor or agent in the local jurisdiction) will bear a credit risk against that intermediate entity with respect to (a) subscription monies prior to the transmission of such monies to the Depositary and (b) redemption monies payable by such intermediate entity to the relevant investor.

As at the date hereof, the Company has appointed the following entities as local intermediaries in respect of the Portfolios:

BNP Paribas Securities Services, Milan Branch  
Via Ansperto, 5  
20123 Milan  
Italy

Société Générale  
Bâtiment B  
1-5 rue du Débarcadère  
92700 COLOMBES  
France

ODDO BHF Aktiengesellschaft  
Bockenheimer Landstrasse 10  
60323, Frankfurt am Main  
Germany

Raiffeisen Bank International AG.  
Am Stadtpark 9  
A-1030 Vienna  
Republic of Austria

Skandinaviska Enskilda Banken AB (publ) through its entity Custody Services, SEB Merchant Banking  
Sergels Torg 2  
SE-106 40 Stockholm  
Sweden

Nordea Bank Danmark A/S  
Strandgade 3  
DK-0900 Copenhagen C  
Denmark.

The Bank of New York Mellon (Luxembourg) S.A.  
Vertigo Building - Polaris  
2-4 rue Eugène Ruppert

L-2453 Luxembourg

CACEIS Belgium (formerly Fund Administration Service & Technology Network Belgium S.A.)  
B-1000 Brussels  
Avenue du Port 86 C b320  
Belgium

Credit Suisse AG  
Paradeplatz 8  
CH-8001 Zurich  
Switzerland

ALLFUNDS BANK, S.A.  
c/ Calle Estafeta, 6  
La Moraleja  
Complejo Plaza de la Fuente - Edificio 3  
C.P. 28109 Alcobendas  
Madrid, Spain  
Operating from its branch office:  
Via Santa Margherita, 7  
20121 Milano  
Italy

BEST - BANCO ELECTRONICO DE SERVIÇO TOTAL, S.A.  
Pç. Marquês de Pombal  
3 3º 1250-161 Lisboa  
Portugal

LGT Bank AG  
Herrengasse 12  
FL-9490 Vaduz  
Liechtenstein

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## TAXATION

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*The following is a summary of certain Irish tax consequences of the purchase, ownership and disposal of Shares. The summary does not purport to be a comprehensive description of all of the Irish tax considerations that may be relevant. The summary relates only to the position of persons who are the absolute beneficial owners of Shares and may not apply to certain other classes of persons.*

*The summary is based on Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this Prospectus (and is subject to any prospective or retroactive change). Potential investors in Shares should consult their own advisors as to the Irish or other tax consequences of the purchase, ownership and disposal of Shares.*

### **Taxation of the Company**

The Company intends to conduct its affairs so that it is Irish tax resident. On the basis that the Company is Irish tax resident, the Company qualifies as an 'investment undertaking' for Irish tax purposes and, consequently, is exempt from Irish corporation tax on its income and gains.

The Company will be obliged to account for Irish income tax to the Irish Revenue Commissioners if Shares are held by non-exempt Irish resident Shareholders (and in certain other circumstances), as described below. Explanations of the terms 'resident' and 'ordinarily resident' are set out at the end of this summary.

### **Taxation of non-Irish shareholders**

Where a Shareholder is not resident (or ordinarily resident) in Ireland for Irish tax purposes, the Company will not deduct any Irish tax in respect of the Shareholder's Shares once the Declaration set out in the Application Form has been received by the Company confirming the Shareholder's non-resident status. The Declaration may be provided by an Intermediary who hold Shares on behalf of investors who are not resident (or ordinarily resident) in Ireland, provided that, to the best of the Intermediary's knowledge, the investors are not resident (or ordinarily resident) in Ireland. An explanation of the term 'Intermediary' is set out at the end of this summary.

If this declaration is not received by the Company, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). The Company will also deduct Irish tax if the Company has information which reasonably suggests that a Shareholder's declaration is incorrect. A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company and holds the Shares through an Irish branch and in certain other limited circumstances. The Company must be informed if a Shareholder becomes Irish tax resident.

Generally, Shareholders who are not Irish tax resident will have no other Irish tax liability with respect to their Shares. However, if a Shareholder is a company which holds its Shares through an Irish branch or agency, the Shareholder may be liable to Irish corporation tax in respect of profits and gains arising in respect of the Shares (on a self-assessment basis).

### **Taxation of exempt Irish shareholders**

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and falls within any of the categories listed in section 739D(6) TCA, the Company will not deduct Irish tax in respect of the Shareholder's Shares once the Declaration set out in the Application Form has been received by the Company confirming the Shareholder's exempt status.

The categories listed in section 739D(6) TCA can be summarised as follows:

1. Pension schemes (within the meaning of section 774, section 784 or section 785 TCA).

2. Companies carrying on life assurance business (within the meaning of section 706 TCA).
3. Investment undertakings (within the meaning of section 739B TCA).
4. Investment limited partnerships (within the meaning of section 739J TCA)
5. Special investment schemes (within the meaning of section 737 TCA).
6. Unauthorised unit trust schemes (to which section 731(5)(a) TCA applies).
7. Charities (within the meaning of section 739D(6)(f)(i) TCA).
8. Qualifying managing companies (within the meaning of section 734(1) TCA).
9. Specified companies (within the meaning of section 734(1) TCA).
10. Qualifying fund and savings managers (within the meaning of section 739D(6)(h) TCA).
11. Personal Retirement Savings Account (PRSA) administrators (within the meaning of section 739D(6)(i) TCA).
12. Irish credit unions (within the meaning of section 2 of the Credit Union Act 1997).
13. The National Asset Management Agency.
14. The National Treasury Management Agency or a Fund Investment Vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister of Finance is the sole beneficial owner, or Ireland acting through the National Treasury Management Agency.
15. Qualifying companies (within the meaning of section 110 TCA).
16. Any other person resident in Ireland who is permitted (whether by legislation or by the express concession of the Irish Revenue Commissioners) to hold Shares in the Company without requiring the Company to deduct or account for Irish tax.

Irish resident Shareholders who claim exempt status will be obliged to account for any Irish tax due in respect of Shares on a self-assessment basis.

If this declaration is not received by the Company in respect of a Shareholder, the Company will deduct Irish tax in respect of the Shareholder's Shares as if the Shareholder was a non-exempt Irish resident Shareholder (see below). A Shareholder will generally have no entitlement to recover such Irish tax, unless the Shareholder is a company within the charge to Irish corporation tax and in certain other limited circumstances.

### **Taxation of other Irish shareholders**

Where a Shareholder is resident (or ordinarily resident) in Ireland for Irish tax purposes and is not an 'exempt' Shareholder (see above), the Company will deduct Irish tax on distributions, redemptions and transfers and, additionally, on 'eighth anniversary' events, as described below.

#### *Distributions by the Company*

If the Company pays a distribution to a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the distribution. The amount of Irish tax deducted will be:

1. 25% of the distribution, where the distributions are paid to a Shareholder who is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the distribution, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners.

Generally, a Shareholder will have no further Irish tax liability in respect of the distribution. However, if the Shareholder is a company for which the distribution is a trading receipt, the gross distribution (including the Irish tax deducted) will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

#### Redemption and Transfers of shares

If the Company redeems Shares held by a non-exempt Irish resident Shareholder, the Company will deduct Irish tax from the redemption payment made to the Shareholder. Similarly, if such an Irish resident Shareholder transfers (by sale or otherwise) an entitlement to Shares, the Company will account for Irish tax in respect of that transfer. The amount of Irish tax deducted or accounted for will be calculated by reference to the gain (if any) which has accrued to the Shareholder on the Shares being redeemed or transferred and will be equal to:

1. 25% of such gain, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the gain, in all other cases.

The Company will pay this deducted tax to the Irish Revenue Commissioners. In the case of a transfer of Shares, to fund this Irish tax liability the Company may appropriate or cancel other Shares held by the Shareholder. This may result in further Irish tax becoming due.

Generally, a Shareholder will have no further Irish tax liability in respect of the redemption or transfer. However, if the Shareholder is a company for which the redemption or transfer payment is a trading receipt, the gross payment (including the Irish tax deducted) less the cost of acquiring the Shares will form part of its taxable income for self-assessment purposes and the Shareholder may set off the deducted tax against its corporation tax liability.

If Shares are not denominated in euro, a Shareholder may be liable (on a self-assessment basis) to Irish capital gains taxation on any currency gain arising on the redemption or transfer of the Shares.

#### *Eighth Anniversary' Events*

If a non-exempt Irish resident Shareholder does not dispose of Shares within eight years of acquiring them, the Shareholder will be deemed for Irish tax purposes to have disposed of the Shares on the eighth anniversary of their acquisition (and any subsequent eighth anniversary). On such deemed disposal, the Company will account for Irish tax in respect of the increase in value (if any) of those Shares over that eight year period. The amount of Irish tax accounted for will be equal to:

1. 25% of such increase in value, where the Shareholder is a company which has made the appropriate declaration for the 25% rate to apply; and
2. 41% of the increase in value, in all other cases.

The Company will pay this tax to the Irish Revenue Commissioners. To fund the Irish tax liability, the Company may appropriate or cancel Shares held by the Shareholder.

However, if less than 10% of the Shares (by value) in the Company are held by non-exempt Irish resident Shareholders, the Company may elect not to account for Irish tax on this deemed disposal. To claim this election, the Company must:

1. confirm to the Irish Revenue Commissioners, on an annual basis, that this 10% requirement is satisfied and provide the Irish Revenue Commissioners with details of any non-exempt Irish resident Shareholders (including the value of their Shares and their Irish tax reference numbers); and
2. notify any non-exempt Irish resident Shareholders that the Company is electing to claim this exemption.

If the exemption is claimed by the Company, any non-exempt Irish resident Shareholders must pay to the Irish Revenue Commissioners on a self-assessment basis the Irish tax which would otherwise have been payable by the Company on the eighth anniversary (and any subsequent eighth anniversary).

Any Irish tax paid in respect of the increase in value of Shares over the eight year period may be set off on a proportionate basis against any future Irish tax which would otherwise be payable in respect of those Shares and any excess may be recovered on an ultimate disposal of the Shares.

#### *Share exchanges*

Where a Shareholder exchanges Shares on arm's length terms for other Shares in the Company or for Shares in another Portfolio of the Company and no payment is received by the Shareholder, the Company will not deduct Irish tax in respect of the exchange.

#### **Stamp duty**

No Irish stamp duty (or other Irish transfer tax) will apply to the issue, transfer or redemption of Shares. If a Shareholder receives a distribution *in specie* of assets from the Company, a charge to Irish stamp duty could potentially arise.

#### **Gift and Inheritance tax**

Irish capital acquisitions tax (at a rate of 33%) can apply to gifts or inheritances of Irish situate assets or where either the person from whom the gift or inheritance is taken is Irish domiciled, resident or ordinarily resident or the person taking the gift or inheritance is Irish resident or ordinarily resident.

The Shares could be treated as Irish situate assets because they have been issued by an Irish company. However, any gift or inheritance of Shares will be exempt from Irish gift or inheritance tax once:

1. the Shares are comprised in the gift or inheritance both at the date of the gift or inheritance and at the 'valuation date' (as defined for Irish capital acquisitions tax purposes);
2. the person from whom the gift or inheritance is taken is neither domiciled nor ordinarily resident in Ireland at the date of the disposition; and
3. the person taking the gift or inheritance is neither domiciled nor ordinarily resident in Ireland at the date of the gift or inheritance.

#### **FATCA**

Ireland has an intergovernmental agreement with the United States of America (the "**IIGA**") in relation to FATCA, of a type commonly known as a 'model 1' agreement. Ireland has also enacted regulations to introduce the provisions of the IIGA into Irish law. The Company intends to carry on its business in such a way as to ensure that it is treated as complying with FATCA, pursuant to the terms of the IIGA. Unless an exemption applies, the Company shall be required to register with the US Internal Revenue Service as a 'reporting financial institution' for FATCA purposes and report information to the Irish Revenue Commissioners relating to Shareholders who, for FATCA purposes, are specified US persons, non-participating financial institutions or passive non-financial foreign entities that are controlled by specified US persons. Exemptions from the obligation to register for FATCA purposes

and from the obligation to report information for FATCA purposes are available only in limited circumstances. Any information reported by the Company to the Irish Revenue Commissioners will be communicated to the US Internal Revenue Service pursuant to the IIGA. It is possible that the Irish Revenue Commissioners may also communicate this information to other tax authorities pursuant to the terms of any applicable double tax treaty, intergovernmental agreement or exchange of information regime.

The Company should generally not be subject to FATCA withholding tax in respect of its US source income for so long as it complies with its FATCA obligations. FATCA withholding tax would only be envisaged to arise on US source payments to the Company if the Company did not comply with its FATCA registration and reporting obligations and the US Internal Revenue Service specifically identified the Company as being a 'non-participating financial institution' for FATCA purposes.

## **OECD Common Reporting Standard**

The automatic exchange of information regime known as the "Common Reporting Standard" proposed by the Organisation for Economic Co-operation and Development applies in Ireland. Under these measures, the Company is required to report information to the Irish Revenue Commissioners relating to Shareholders, including the identity, residence and tax identification number of Shareholders and details as to the amount of income and sale or redemption proceeds received by Shareholders in respect of the Shares. This information may then be shared by the Irish Revenue Commissioners with tax authorities in other EU member states and other jurisdictions which implement the OECD Common Reporting Standard.

The OECD Common Reporting Standard regime was adopted by the EU Union in Directive 2014/107/EU. In Ireland, regulations implementing the OECD Common Reporting Standard came into effect on 31 December 2015.

## **Meaning of terms**

### *Meaning of 'Residence' for Companies*

A company which has its central management and control in Ireland is tax resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which was incorporated in Ireland on or after 1 January 2015 is tax resident in Ireland except where the company is regarded as not resident in Ireland under a double taxation treaty between Ireland and another country.

A company which does not have its central management and control in Ireland but which was incorporated before 1 January 2015 in Ireland is resident in Ireland except where:

1. the company (or a related company) carries on a trade in Ireland and either the company is ultimately controlled by persons resident in EU member states or in countries with which Ireland has a double tax treaty, or the company (or a related company) are quoted companies on a recognised stock exchange in the EU or in a tax treaty country; or
2. the company is regarded as not resident in Ireland under a double tax treaty between Ireland and another country.

Finally, a company that was incorporated in Ireland before 1 January 2015 will also be regarded as resident in Ireland if the company is (i) managed and controlled in a territory with which a double taxation agreement with Ireland is in force (a 'relevant territory'), and such management and control would have been sufficient, if exercised in Ireland, to make the company Irish tax resident; and (ii) the company would have been tax resident in that relevant territory under its laws had it been incorporated there; and (iii) the company would not otherwise be regarded by virtue of the law of any territory as resident in that territory for the purposes of tax.

### *Meaning of 'Residence' for Individuals*

An individual will be regarded as being tax resident in Ireland for a calendar year if the individual:

1. spends 183 days or more in Ireland in that calendar year; or
2. has a combined presence of 280 days in Ireland, taking into account the number of days spent in Ireland in that calendar year together with the number of days spent in Ireland in the preceding year. Presence in Ireland by an individual of not more than 30 days in a calendar year will not be reckoned for the purposes of applying this 'two year' test.

An individual is treated as present in Ireland for a day if that individual is personally present in Ireland at any time during that day.

#### *Meaning of 'ordinary residence' for individuals*

The term 'ordinary residence' (as distinct from 'residence') relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity. An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which the individual is not resident. For example, an individual who is resident and ordinarily resident in Ireland in 2015 and departs Ireland in that year will remain ordinarily resident in Ireland up to the end of the tax year in 2018.

#### *Meaning of 'intermediary'*

An 'intermediary' means a person who:

1. carries on a business which consists of, or includes, the receipt of payments from a regulated investment undertaking resident in Ireland on behalf of other persons; or
2. holds units in such an investment undertaking on behalf of other persons.

## UNITED STATES

The following is a summary of certain aspects of the US federal income taxation of the Company, its Portfolios and its Shareholders that should be considered by a prospective investor. This summary is based on the US federal income tax laws, regulations, administrative rulings and judicial decisions in effect or available on the date of this Prospectus. No assurance can be given that administrative, judicial or legislative changes will not occur that would make the statements herein incorrect or incomplete. This summary does not discuss all of the tax consequences that may be relevant to a particular investor or to certain investors subject to special treatment under the US federal income tax laws. In addition, this summary does not address the US federal income tax considerations applicable to an investment in the Company by persons other than non-resident alien individuals and foreign corporations. Each prospective investor should consult its own tax advisors regarding the US federal income tax consequences of an investment in the Company.

**The Company and each Portfolio.** The Directors and the Company intend to take the position that each Portfolio will be treated as a separate corporation for US federal income tax purposes, and will file all tax returns required to be filed by the Company or a Portfolio in a manner consistent with this treatment. The remainder of this US tax discussion assumes that this treatment will apply to each Portfolio. As a foreign corporation, a Portfolio generally will not be subject to US federal income taxation on income or gain realised by it from trading and investment activities provided that such Portfolio is not engaged in, or deemed to be engaged in, a US trade or business to which such income or gain is treated as effectively connected. A Portfolio should not be considered to be so engaged, so long as (i) such Portfolio is not considered a dealer in stocks, securities or commodities, and does not regularly offer to enter into, assume, offset, assign, or otherwise terminate positions in derivatives with customers, (ii) such Portfolio's US business activities (if any) consist solely of investing in and/or trading stocks or securities, commodities of a kind customarily dealt in on an organised commodity exchange (if the transaction is of a kind customarily consummated at such place) and derivatives for its own account, and (iii) any entity in which such Portfolio invests that is classified as a disregarded entity or partnership for US federal income tax purposes is not engaged in, or deemed to be engaged in, a US trade or business. Generally, each Portfolio intends to conduct its affairs in a manner that



meets such requirements. However, because a Portfolio cannot give complete assurance that it will not be treated as conducting a trade or business within the United States, it should be noted that if a Portfolio were engaged in, or deemed to be engaged in, a US trade or business in any year, such Portfolio (but not any of the Shareholders) would be required to file a US federal income tax return for such year and pay tax on its income and gain that is effectively connected with such US trade or business at US corporate tax rates. In addition, such Portfolio generally would be required to pay a branch profits tax equal to 30% of the earnings and profits of such US trade or business that are not reinvested therein.

A Portfolio will also be subject to a 30% US withholding tax on the gross amount of (i) any US source interest income that falls outside the portfolio interest exception or other available exception to withholding tax, (ii) any US source dividend income or dividend equivalent payments, and (iii) any other US source fixed or determinable annual or periodical gains, profits, or income, in each case to the extent such amounts are not effectively connected with a US trade or business. For these purposes, interest will generally qualify for the portfolio interest exception if it is paid on an obligation issued after July 18, 1984 that (i) is in registered form, provided that the Portfolio provide certain required certifications; or (ii) was issued on or before March 18, 2012 and meets certain requirements as a foreign-targeted obligation for US federal income tax purposes. In addition, interest on an obligation will not qualify for the portfolio interest exception if (i) the Portfolio is considered a 10% shareholder of the issuer of the obligation; (ii) the Portfolio is a controlled foreign corporation and is considered to be a related person with respect to the issuer of the obligation; or (iii) such interest is determined by reference to certain financial information of the issuer of the obligation (e.g., the issuer's receipts, sales, income, or profits) or is otherwise considered to be contingent interest.

**Non-US Shareholders.** Shareholders that are non-resident alien individuals or foreign corporations (each a "Non-US Shareholder") generally should not be subject to US federal income taxation on gain realised from the sale, exchange, or redemption of Shares held as a capital asset or on income realized from a distribution unless such gain or income is otherwise effectively connected with a US trade or business or, in the case of a non-resident alien individual, such individual is present in the United States for 183 days or more during a taxable year and certain other conditions are met.

### ***Compliance with US Withholding Requirements***

FATCA generally imposes a 30% withholding tax on certain payments to non-US financial institutions (including investment entities) of US source income and proceeds from the sale of property of a type which can produce US source interest or dividends unless the financial institution discloses to the IRS the name, address and taxpayer identification number of certain US persons that hold, directly or indirectly, an account with the financial institution, as well as certain other information relating to any such account. The United States and Ireland have entered into the US IGA. The US IGA modifies the foregoing requirements but generally requires similar information to be disclosed to the Irish government and ultimately to the IRS. The Company and each Portfolio intends to comply with any obligations imposed on it under FATCA and the US IGA to avoid the imposition on it of any withholding tax under FATCA, but there can be no assurances that it will be successful in this regard.

Shareholders should consult their own tax advisers regarding the possible implications of these rules on their investments in the Company.

### **U.K. Taxation**

Brief details of the taxation treatment in the U.K. are set out below. The summary is relevant only to persons holding Shares in the Company as an investment, and who are resident for tax purposes in the U.K. (except in so far as express reference is made to the treatment of non- U.K. residents). The summary does not apply to special classes of Shareholder, such as financial traders, pension funds or insurance companies, to whom separate rules may apply. The summary is based on current U.K. law and published practice as at the date of this document, which law or practice is, in principle, subject to any subsequent changes. If you are in any doubt as to your tax position, you should consult your own professional advisers. In particular, if you are resident in, or a citizen of, a country other than the U.K. you may be subject to the tax laws and requirements of those jurisdictions and you should seek your own professional advice in respect of your taxation position in those jurisdictions.

## ***The Company***

The Directors intend to manage and conduct the affairs of the Company in such a way that it is not resident in the U.K. for U.K. tax purposes. In these circumstances, the Company should not be subject to U.K. tax on its income and gains (other than potential U.K. withholding tax on interest or certain other kinds of income received by the Company that have a U.K. source), provided that the Company is not regarded for U.K. tax purposes as carrying on a trade in the U.K. through a fixed place of business or an agent situated therein that constitutes the Company's U.K. "permanent establishment".

The Company may, under U.K. tax legislation, be regarded as carrying on a trade in the United Kingdom through the agency of the Investment Manager. It is, however, intended that the affairs of the Company, the Manager and the Investment Manager should be managed and conducted in such a way that neither the Investment Manager nor any of the persons or entities that are partners in the Investment Manager constitutes a U.K. "permanent establishment" of the Company, by reason of an exemption contained in sections 1142 and 1146 to 1150 (inclusive) of the U.K. Corporation Tax Act 2010. This exemption is often referred to as the Investment Manager Exemption ("IME").

In organising their affairs such that the Company is able to meet the IME conditions, the Company, the Manager and the Investment Manager will take account of a revised statement of practice published by the U.K. tax authorities that sets out their interpretation of the law. However, it cannot be assured that the conditions of the IME will be met at all times in respect of the Company. Failure to qualify for the IME in respect of the Company could subject the Company to U.K. tax liability, which could be substantial.

## ***The Shareholders***

### **(A) Income**

The Directors do not anticipate paying any dividends in respect of the Shares. See, however, under the heading "Gains" below for a discussion of the tax treatment of any income reported by a Class of Shares in the event that it seeks and obtains reporting fund status.

### **(B) Gains**

Shareholders who are resident in the U.K. for U.K. tax purposes should be aware that their Shares will constitute interests in an "offshore fund" (as defined in section 355 Taxation (International and Other Provisions Act) 2010 for the purpose of the Offshore Funds (Tax) Regulations 2009, as amended, which took effect on 1 December 2009.

Each Class of Shares in each Portfolio is an "offshore fund" and is subject to the new offshore funds regime which came into effect for accounting periods commencing on or after 1 December 2009. Under this regime, gains realised on the disposal of Shares are subject to tax as income in the hands of U.K. taxpaying investors unless the relevant Class is a "reporting fund" throughout the period during which the Shares have been held by the relevant investor. Prospective investors should consult their own professional advisers as to the implications of this.

A list of the Portfolios which currently have 'reporting fund' status is available at <https://www.gov.uk/government/publications/offshore-funds-list-of-reporting-funds>. The reportable income for each of the reporting Classes can be found at [www.man.com](http://www.man.com) (fund centre section). Reporting funds must report their income within six (6) months of their accounting period end. Alternatively please contact your sales representative on +44 207 016 7000.

If a Class is not a reporting fund for an accounting period, then the U.K. tax position of any U.K.-taxpaying investors who hold Shares in the relevant Class for any part of that period will be affected. Any gain arising on the sale, redemption or other disposal of such Shares (including on death) held by UK taxpaying investors will be taxed at the time of that sale, redemption or disposal as income and not as a capital gain. Accordingly, such individual investors will be liable to income tax on the gain, not capital gains tax, and such corporate investors will be liable to corporation tax on the gain as if the gain were income, without any allowances or relief applicable to capital gains.

If a Class is a reporting fund for every accounting period during any part of which a relevant Shareholder has held its Shares of the Class, U.K. taxpaying individuals will be liable to capital gains tax on gains realised on disposals of holdings in the Class according to their personal circumstances, and U.K. corporation tax paying companies will similarly be subject to corporation tax on such gains as chargeable gains.

In order for a Class to be a “reporting fund”, very broadly, the Class must either distribute and/or report all its income to investors each year. Shareholders who are UK taxpayers should be aware that they will be taxable on any amounts reported, regardless of the fact that they may not receive a physical distribution of such income.

Special rules apply in certain circumstances for determining the income of a Class if it is a reporting fund. Where a Class invests in other funds which are themselves reporting funds, any income received from or reported by such funds must be included in the reportable income of the Class for the period. However, where a Class invests in a non-reporting fund, there are two possible outcomes. Broadly, where the Class has sufficient information to allow it to compute the income of the underlying fund, then generally the Class can use the appropriate proportion of this for the purposes of computing its own income and treat the Class’s holding in the underlying fund as if such underlying fund is a reporting fund. If this is not possible, then the Class must bring the fair value increase of its holding in the underlying fund over the Class’s accounting period (i.e. it computes the fair value at the beginning of the period and deducts that amount from the fair value at the end of the period) into account as its income. This would result in the Class reporting this amount to its Shareholders as income, which would generally be unfavourable for tax paying U.K. Shareholders. There is provision for carry forward of fair value losses, so that they can be offset against future fair value gains.

It is intended that where reasonably possible and considered to be beneficial for the Shareholders in a Class as a whole, the Directors, at their sole discretion, may conduct the affairs of the Company so as to enable the Class to make an election to become a “reporting fund” from the date of its launch and, in such circumstances, application for approval of the Class as a reporting fund will be made to HMRC. If considered appropriate, the Directors will endeavour to ensure that reporting fund status is obtained and maintained, however, this cannot be guaranteed. Shareholders should contact the Administrator or Investment Manager to determine whether such certification has been obtained (and continues to be maintained) in relation to a particular Class.

If a Class is a reporting fund, then Shareholders who are U.K. taxpayers will generally be liable to U.K. income tax or corporation tax in respect of any reported income in accordance with their own tax circumstances.

For the purposes of the above, reported income includes distributed income and any excess of reportable income over distributions, which is deemed to be distributed for U.K. tax purposes upon the final day of the relevant accounting period.

Excess reportable income will generally be taxed as a dividend. If so, U.K. resident individuals should generally be entitled to a non-payable dividend tax credit equal to 1/9<sup>th</sup> of the dividend paid or deemed to be paid. Individuals liable to U.K. income tax at the higher rate will have to pay income tax, after taking into account the tax credit, equivalent to twenty five (25) per cent of their net receipt or deemed receipt. (However, taxpayers subject to the additional rate of income tax will have to pay income tax, after taking into account the tax credit, approximately equivalent to thirty one (31) per cent of their net receipt or deemed receipt.) Individuals who are exempt from U.K. tax will not be liable to tax on the dividends, but will not be able to reclaim the dividend tax credit. A shareholder within the charge to U.K. corporation tax, which is not a “small company”, should generally be exempt from U.K. corporation tax on dividends and deemed dividends unless certain anti-avoidance provisions apply.

Dividends and other income distributions paid to individuals by a Portfolio will be taxed as interest where a Portfolio fails to satisfy the “qualifying investments test”. If so, no tax credit would be available in respect of the dividend and the applicable rates of tax would be twenty (20) per cent for basic rate tax payers and forty (40) per cent for higher rate taxpayers (increasing to forty five (45) per cent for taxpayers subject to the additional rate of income tax). Individuals who are exempt from U.K. tax will not be liable to tax on the deemed interest. Also, persons within the charge to U.K. corporation tax should note that under the loan relationships regime, if at any time in an accounting period such a person holds an interest in a Portfolio, and there is a time in that period when the Portfolio fails to

satisfy the “qualifying investments test”, the interest held by such a person will be treated for that period as if it were rights under a creditor relationship for the purposes of the regime. A Portfolio will fail to satisfy the “qualifying investments test” at any time when more than sixty (60) per cent of its assets (broadly, other than cash awaiting investment) by market value comprise government and corporate debt, securities or cash on deposit or certain derivative contracts or holdings in other funds which at any time in the relevant accounting period do not themselves satisfy the “qualifying investments test”.

#### *Anti-Avoidance Provisions*

*The U.K. tax rules contain a number of anti-avoidance codes that can apply to U.K. investors in offshore funds in particular circumstances. It is not anticipated that they will normally apply to Shareholders. Any U.K. taxpaying investor who (together with connected persons) holds over twenty five (25) per cent of the Company should take specific advice.*

## **Hong Kong Taxation**

### ***The Company***

Exposure to Hong Kong profits tax will only arise if the Company is treated as carrying on a trade or business in Hong Kong either on its own account or through the agency of an Investment Adviser. If the Company is treated as carrying on business in Hong Kong, a liability to profits tax, the rate of which is currently sixteen and a half per cent (16.5%), will only exist in respect of any profits which arise in or are derived from Hong Kong from that trade or business and which are not capital profits. Such amounts may include profits arising from the disposal of Securities (except those held as capital assets) listed on the Hong Kong Stock Exchange, unlisted Securities where the purchase or sale contracts are effected in Hong Kong and interest income arising from certain debt instruments where the loan funds were first made available to the issuer in Hong Kong. There is no withholding tax on dividends.

Under the Revenue (Profits Tax Exemption for Offshore Funds) Ordinance 2006, funds resident outside Hong Kong (“**Offshore Funds**”) are exempted from Hong Kong profits tax providing certain conditions are met. It is the intention of the Directors to conduct the affairs of the Company as far as possible to comply with the conditions for exemption from profits tax.

### **Other Taxes**

Prospective Shareholders should consult their own counsel regarding tax laws and regulations of any other jurisdiction which may be applicable to them.

THE TAX AND OTHER MATTERS DESCRIBED IN THIS PROSPECTUS DO NOT CONSTITUTE, AND SHOULD NOT BE CONSIDERED AS, LEGAL OR TAX ADVICE TO PROSPECTIVE SHAREHOLDERS.

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## GENERAL

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### THE SHARE CAPITAL

The authorised share capital of the Company is 500,000,000,002 divided into 2 Subscriber Shares of EUR1 each and 500,000,000,000 Shares of no par value initially designated as unclassified Shares. The Directors are empowered to issue up to 500,000,000,000 Shares of no par value designated as Shares of any series or Class on such terms as they think fit.

The Subscriber Shares entitle the holders to attend and vote at general meetings of the Company but do not entitle the holders to participate in the profits or assets of the Company except for a return of capital on a winding-up. The Shares entitle the holders to attend and vote at general meetings of the Company and to participate in the profits and assets of the Company. There are no pre-emption rights attaching to the Shares.

### VARIATION OF SHARE CAPITAL

The Company may from time to time by Ordinary Resolution increase its capital, consolidate its Shares or any of them into a smaller number of Shares, sub-divide Shares or any of them into a larger number of Shares or cancel any Shares not taken or agreed to be taken by any person. The Company may by Special Resolution from time to time reduce its share capital in any way permitted by Irish law.

### VARIATION OF SHAREHOLDER RIGHTS

The rights attached to each series of Shares (and for these purposes, reference to any series of Shares shall include reference to any Class of that series) may, whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued Shares of that series or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that series. The provisions of the Articles in relation to general meetings shall apply to every such separate general meeting except that the necessary quorum at any such meeting shall be two persons holding or representing by proxy at least one-third of the issued Shares of the series in question or, at an adjourned meeting, one person holding Shares of the series in question or his proxy. Any holder of Shares representing one tenth of the Shares in issue of the series in question present in person or by proxy may demand a poll. The rights attaching to any series of Shares shall not be deemed to be varied by the creation or issue of further Shares of that series or of any other series ranking *pari passu* with Shares already in issue, unless otherwise expressly provided by the terms of issue of those Shares.

### VOTING RIGHTS

The Articles provide that on a show of hands at a general meeting of the Company every Shareholder and Subscriber Shareholder present in person or by proxy shall have one vote and on a poll at a general meeting every Shareholder and Subscriber Shareholder shall have one vote in respect of each Share or Subscriber Share, as the case may be, held by him; provided, however, that, in relation to a resolution which in the opinion of the Directors affects more than one series or Class of Shares or gives or may give rise to a conflict of interest between the shareholders of the respective series or Classes, such resolution shall be deemed to have been duly passed, only if, in lieu of being passed through a single meeting of the Shareholders of those series or Classes, such resolution shall have been passed at a separate meeting of the Shareholders of each such series or Class.

### MEMORANDUM AND ARTICLES OF ASSOCIATION

The sole object of the Company, as set out in Clause 2 of the Memorandum and Articles of Association, is the collective investment of its funds in either or both transferable securities and other liquid financial assets referred to in Regulation 68 of the UCITS Regulations of capital raised from the public and which operates on the principle of risk spreading.

All holders of Shares are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of Company, copies of which are available as described under the section entitled “*General – Documents for Inspection*”.

## **CONFLICTS OF INTEREST**

### ***General***

The Manager, the Depositary, the Administrator, the Investment Managers and the Distributors may from time to time act as manager, registrar, administrator, trustee, depositary, investment manager or adviser, service provider or distributor in relation to, or be otherwise involved in, other funds or collective investment schemes which have similar investment objectives to those of the Company or any Portfolio. It is, therefore, possible that any of them or their respective principals, shareholders, members, directors, officers or agents may, in the due course of their business, have potential conflicts of interests with the Company or any Portfolio. Each will at all times have regard in such event to its obligations under the Memorandum and Articles of Association and/or any agreements to which it is party or by which it is bound in relation to the Company or any Portfolio and, in particular, but without limitation to its obligations to act in the best interests of the Shareholders when undertaking any investments where conflicts of interest may arise and they will each respectively endeavour to ensure that such conflicts are resolved fairly and, in particular, each Investment Manager has agreed to act in a manner which the Investment Manager in good faith considers fair and equitable in allocating investment opportunities to the Company.

There is no prohibition on dealing in assets of the Company by entities related to the Depositary, the Manager, an Investment Manager or a Distributor provided that such transactions are carried out as if negotiated at arm’s length and in the best interests of the Shareholders. Dealings in assets of the Company will be deemed to have been carried out as if negotiated at arm’s length if (i) a certified valuation of such transaction by a person approved by the Depositary as independent and competent has been obtained, or (ii) such transaction has been executed on best terms on an organised investment exchange under that exchange’s rules, or (iii) where (i) or (ii) are not practical, such transaction has been executed on terms which the Depositary (or the Manager in the case of a transaction involving the Depositary) is satisfied conform with the principle that such transactions be carried out as if effected on normal commercial terms negotiated at arm’s length, and provided that any such transaction is in the best interest of the Shareholders. The Depositary (or the Manager, in the case of a transaction involving the Depositary) shall document how the above requirements were conformed with. With regard to (c) above, the Depositary (or the Manager, in the case of a transaction involving the Depositary) shall document their rationale for being satisfied that the transaction conformed with the above requirements.

In particular, but without limitation, the Depositary may hold funds for the Company subject to the provisions of the Central Banks Act 1942 to 1989 as amended.

### ***Conflicts involving Man Group Persons***

The Company is subject to a number of actual and potential conflicts of interest involving the Manager, the Investment Managers, the Distributors, and other members of the Man Group plc group of companies (“**Man Group Persons**”). Any Man Group Person may from time to time act as director, investment manager, marketing adviser, trustee, adviser or sub-adviser in relation to, or be otherwise involved in or provide services to, other funds or client accounts managed by the Manager, an Investment Manager and/or another Man Group Person (each an “**Other Account**”, and the Company and Other Accounts together being an “**Account**”), including Portfolio Funds.

Each Man Group Person will endeavour to ensure that any conflicts arising are identified and resolved or mitigated, as reasonably practical, fairly and in accordance with the obligations applicable to such party. In addition, subject to applicable law (including ERISA, if applicable), Man Group Persons may acquire, hold, dispose of or otherwise deal in the assets of the Company, as principal or agent, provided that such transactions are carried out in accordance with the provisions set out above regarding transactions being carried out as if negotiated at arm’s length and in the best interests of the Shareholders. Man Group Persons may on occasion hold a significant percentage of ownership in a

Portfolio and/or in Other Accounts which utilise an investment strategy substantially similar to the investment strategy of the Company.

Employees or officers of the Investment Managers or their affiliates may directly or indirectly acquire Shares. Any acquisition or divestment of shares by such individuals shall be on terms which are no more favourable than those applying to all Shareholders. Each Investment Manager will maintain internal procedures to ensure that the size and timing of any subscriptions or redemptions of shares by such individuals shall not conflict with any duties owed to Shareholders and the Company by the Investment Manager or its affiliates or any employees or officers thereof.

### ***Conflicts involving the Investment Managers***

#### *Conflicts of Interest Policies*

Each Investment Manager has conflicts of interest policies and procedures that seek to identify and mitigate potential and actual conflicts of interest applicable to its business and to its provision of services to the Company and to Other Accounts, a summary of certain of which are included in this section. Some conflicts are inherent in the way that the Investment Manager does business and may not be completely mitigated, even with the Investment Manager's best efforts to do so.

#### *Side-by-Side Management*

An Investment Manager may provide discretionary investment management services to Other Accounts which may give rise to conflicts of interest. By way of example, the relevant Investment Manager may manage Other Accounts which have substantially similar investment objectives and strategies to those of a Portfolio of the Company. Such Other Accounts may have more favourable liquidity terms than the Company, which could adversely impact the Company in certain market conditions, and may also have different fee and/or other terms than that of the Company (which might mean that the Investment Manager and its personnel may have financial and other incentives to favour such Other Accounts over the Company). The Investment Manager may make different investment decisions on behalf of the Company and such Other Accounts, notwithstanding that they have same or similar investment objectives and strategies.

#### *Order Aggregation and Trade Allocation*

An Investment Manager may aggregate orders relating to the same financial instrument that is traded on or around the same time for a Portfolio of the Company and/or one or more Other Accounts. Any aggregated orders are generally allocated pro rata, either on a fill-by-fill basis or on an average price basis. When aggregating orders the Investment Manager will seek to mitigate any potential disadvantage that order aggregation may have on an Account. However, there is no guarantee that a benefit will be derived from order aggregation and it is possible that one or more Accounts, including the Company, may be disadvantaged as a result of order aggregation and pro rata trade allocation.

#### *Use of Affiliates*

Subject to applicable law (including ERISA, if applicable), an Investment Manager may utilise certain investment management and/or order handling and trading capabilities of one or more of its affiliates. When delegating certain investment management and/or execution authority to an affiliate, the Investment Manager will not compensate the respective affiliate with any commissions. In such instances, the affiliate may also be providing similar services to Other Accounts and accordingly conflicts of interest may arise when providing such services to the Company. In particular, orders which are executed by an Investment Manager's affiliate on the instruction of the Investment Manager may not be aggregated by the Investment Manager's affiliate in connection with such affiliate's management of Other Accounts.

#### *Proprietary Investment Activities*

Any of the Man Group Persons may buy, hold and redeem shares in the Company in the normal course of their business and may on occasion hold a significant percentage of the Company's issued shares of one or more Classes or series. Certain Man Group Persons are major participants in equity,

fixed-income, global currency, commodity, derivative and other financial markets. As such, Man Group Persons may be actively involved in transactions in the same financial instruments in which the Company may invest. Man Group Persons may compete with the Company for appropriate investment opportunities (and, for the avoidance of doubt, may be deemed Other Accounts that are allocated investment opportunities along with the Company pursuant to an Investment Manager's allocation policies). Man Group Persons are under no obligation to share any investment opportunity, idea or strategy with the Company.

#### *Investment in the Company by Other Accounts*

Other Accounts, including those managed by an Investment Manager, may invest in the Company. Serving in these capacities may give rise to certain conflicts of interest for the relevant Investment Manager, particularly because the Investment Manager will have actual knowledge of the portfolio positions of the Portfolios of the Company that they manage. For example, any redemption of Shares by the Investment Manager on behalf of Other Accounts could operate to the detriment of other Shareholders. Notwithstanding the foregoing, each Investment Manager will at all times endeavour to act in accordance with its fiduciary obligations to its clients (including the Company and the Other Accounts).

#### *Investment in the Company by employees or officers of an Investment Manager*

Employees or officers of the Investment Managers or their affiliates may directly or indirectly acquire Shares. Any acquisition or divestment of shares by such individuals shall be on terms which are no more favourable than those applying to all Shareholders. Each Investment Manager will maintain internal procedures to ensure that the size and timing of any subscriptions or redemptions of shares by such individuals shall not conflict with any duties owed to Shareholders and the Company by the Investment Manager or its affiliates or any employees or officers thereof.

#### *Valuation of unlisted securities*

Where the competent person valuing unlisted securities is a related party to the Company, a potential conflict of interest may arise, as the fees payable by the Company, which are based on the Net Asset Value, may increase as the value of the Company's investments increases.

#### *Principal Trades and Cross Trades*

A "Principal Trade" is a transaction in which a Man Group Person enters into a "principal transaction" (including a swap, where the relevant Man Group Person meets relevant counterparty eligibility criteria) with the Company in which any Man Group Person acts as principal for its own account with respect to the sale of a security (or other asset) to or purchase of a security (or other asset) from the Company. Each Investment Manager currently anticipates that substantially all Principal Trades, if any, in which a Man Group Person transacts as principal with the Company will be in circumstances where a Man Group Person holds a sufficiently large interest in an Other Account that such Other Account is deemed to be a proprietary account of a Man Group Person (i.e., a Man Group Person has a greater than 25% proprietary investment in such Other Account) (a "**Principal Account**"). These types of Principal Trades can occur when the Investment Manager organises a new fund that is expected to raise capital but during its "ramp-up" period has solely or significant proprietary capital, such as in connection with a Man Group Person seeding a new Other Account. Any Principal Trade will only be done in compliance with applicable law. Section 206(3) of the U.S. Investment Advisers Act of 1940, as amended (the "**Advisers Act**") requires prior disclosure to and consent from clients for Principal Trades, but Section 206(3) of the Advisers Act (i) only applies with respect to Principal Trades involving the purchase or sale of securities (and not, for the avoidance of doubt, commodities, currencies or other financial instruments in which the Company may trade) and (ii) does not apply to Principal Trades effected between a non-US investment firms such as GLG LP, AHL Partners LLP and Man Solutions Limited and a non-US fund such as the Company. In circumstances where the assets of the Company or a Portfolio are treated as plan assets for purposes of ERISA or Section 4975 of the IRC, Principal Trades will not be permitted in respect of such assets.

A "Cross Trade" is a transaction where the Investment Manager or any of its affiliates effects a purchase or sale transactions (or engages in other transactions) between the Company and an Other



Account when the Investment Manager, exercising its judgment in good faith, determines that a such a transaction is mutually beneficial to the Company and that Other Account and is fair and equitable. In certain cases, Cross Trades may also be considered Principal Trades if an Other Account is deemed to be a Principal Account, as discussed above. The Investment Manager may also cause the Company to purchase or sell an investment that is being sold or purchased, respectively, at the same time by the Investment Manager, an affiliate or an Other Account. During any time that the assets of the Company are treated as plan assets for purposes of ERISA or Section 4975 of the IRC, Cross Trades will be effected only to the extent consistent with and not in violation of ERISA.

In addition, the Investment Manager may cause the Company to purchase or redeem shares in a Portfolio Fund at the same time that an Other Account is redeeming or purchasing shares in the same Portfolio Fund. Although such transactions are independent of each other (i.e. the Company and the Other Account are not transacting with each other), they are “related transactions” because the Company may be obtaining access to the Portfolio Fund because the Other Account is redeeming, or vice versa. For example, to finance redemptions of Shares, the Company may have to redeem from a Portfolio Fund that is closed to new investors because of a capacity constraint. In that instance, the Affiliated Portfolio Manager of the Portfolio Fund may offer the capacity that the Company gave up to Other Accounts in accordance with Man Group policies, and the Investment Manager and/or another Man Group Person may elect to make the investment on behalf of one or more Other Accounts as part of their portfolio allocation process and in accordance with their policies. Although these “related transactions” are not Cross Trades, the Investment Manager will only engage in these “related transactions” when it believes the transactions are appropriate and in the best interests of the Company and the Other Accounts involved.

In relation to Principal Trades, Cross Trades and other “related transactions”, the Investment Manager may have a conflict between acting in the best interests of the Company and assisting itself and other Man Group Persons (including Principal Accounts by selling or purchasing a particular security (or other asset)). However, the Investment Manager believes that it has controls in place to mitigate such conflicts such that the Company and the Other Accounts (including Principal Accounts) are treated on a fair and equitable basis.

#### *Devotion of Time*

Man Group Persons (including each Investment Manager) will devote as much of their time to the activities of the Company as they deem necessary and appropriate and will not be devoted exclusively to the Company. The provision of services to Other Accounts may involve substantial time and resources and the Man Group Persons may have conflicts of interest in the allocation of their time among the Company and the Other Accounts.

#### *Voting Rights in respect of investments*

The Company may have the right to exercise voting rights in respect of certain of its investments. Each Investment Manager may exercise voting rights on behalf of the Company (usually by way of a proxy vote), and will seek to vote in the best interests of the Company, as determined in good faith by the relevant Investment Manager given the totality of the circumstances. Each Investment Manager will seek to address material conflicts that may arise between the Investment Manager’s interests (or those of Other Accounts) and those of the Company before voting on behalf of the Company. Each Investment Manager may abstain from voting if the relevant Investment Manager determines that doing so is unnecessary or unwarranted for any other reason. Each Investment Manager has contracted with an independent third-party provider who may provide on request voting agent and advisory services related to proxies.

#### *Selection of Brokers and Trading Counterparties*

Each Investment Manager or other Man Group Persons may be subject to conflicts of interest relating to their selection of brokers and trading counterparties on behalf of the Company. Each Investment Manager will consider a number of factors when determining what broker or trading counterparty to use to execute an order or set of orders on behalf of the Company and Other Accounts. Such factors include a broker or counterparty’s ability to effect the transactions, its ability to seek best execution as well as such broker or counterparty’s facilities, reliability and financial responsibility.

In certain circumstances a broker or trading counterparty may provide other services that are beneficial to the Investment Manager and/or other Man Group Persons, but not necessarily beneficial to the Company, including capital introduction, marketing assistance, financing, consulting with respect to technology, operations or equipment and other services or items. Such services are only accepted where permitted under applicable laws and regulations.

From time to time, brokers may (but are not obliged to) assist the Company in raising additional funds from investors, and representatives of the Investment Managers may speak at conferences and programs sponsored by such brokers for investors interested in investing in investment funds. Through such “capital introduction” events, prospective investors in the Company would have the opportunity to meet with the Investment Managers. Currently, none of the Investment Managers, the Manager or the Company compensates any broker for organising such events or for any investments ultimately made by prospective investors attending such events, nor do they anticipate doing so in the future. By taking part in an event organised by a particular broker, the Investment Managers do not become subject to any obligation to use such broker in connection with brokerage, financing and other activities of the Company and the Investment Managers will not commit to allocate a particular amount of brokerage to a broker in any such situation.

From time to time the Investment Managers may utilise the execution services of other Man Group Persons authorised to provide such services.

In formulating trading and investment decisions, the Company may take into account ideas and suggestions put forward to an Investment Manager by brokers through which the Company may from time to time effect trades. However, such use of brokers’ ideas and suggestions will be carried on in such a way that no obligations shall arise for the Company or the relevant Investment Manager either to make payment to such brokers in respect of such ideas or suggestions or to effect trades on behalf of the Company with or through such brokers.

#### *Best Execution*

Transactions for the Company are allocated to brokers, dealers and/or trading venues (as defined by the Markets in Financial Instruments Directive) on the basis of best execution (in accordance with the rules of the FCA, SEC and MiFID II) based on a number of factors, including, among other things, execution costs inclusive of commission rates, speed and likelihood of execution, impact on market price, availability of price improvement, liquidity of the instrument, the broker's financial strength, ability to commit capital, stability and responsibility, reputation, reliability, overall past performance of services, responsiveness to the relevant Investment Manager as well as means of communication, quality of recommendations, deal calendar, ability to execute trades based on the characteristics of a particular trade, technology and trading systems, trading activity in a particular security, block trading and block positioning capabilities, nature and frequency of sales coverage, net price, depth of available services, arbitrage operations, bond capability and options operations, investment banking coverage, capacity of syndicate operations, willingness to execute related or unrelated difficult transactions, order of call, back office, settlement processing and special execution capabilities, efficiency and speed of execution, and error resolution. The Investment Manager will take all sufficient steps to execute the order in a manner designed to obtain the best possible results for the Company on a consistent basis. However the Investment Manager does not need to, nor will it, seek the best result on each and every trade but rather ensures that methodologies employed achieve overall best execution on behalf of the Company. The Investment Manager has established a best execution committee to review execution performance and other execution related decisions taken by the Investment Manager on behalf of the Company.

#### *Commissions and Rebates*

Subject at all times to applicable rules, an Investment Manager may pay fees, commissions or non-monetary benefits to third parties such as distributors and/or other intermediaries. If certain classes of shares are purchased through an authorised intermediary, the Investment Manager may pay fees, commissions or non-monetary benefits to third parties such as distributors and/or or any such person authorised on its behalf may, at its discretion, pay initial or trail commissions to authorised intermediaries subject to compliance with applicable rules. An Investment Manager will inform shareholders of any initial or trail commission to be paid on a purchase on request.

An Investment Manager may, at its discretion, waive any preliminary charge, in whole or in part and, subject at all times to applicable rules, agree and pay rebates in respect of any of its periodic charges to Shareholders in respect of their holdings (including Shareholders that hold those shares as authorised intermediaries).

In the course of carrying on its collective portfolio management activities generally, an Investment Manager may receive fees, commissions or non-monetary benefits from third parties subject at all times to applicable rules. Procedures in respect of such receipts are in place and the relevant Investment Manager will inform Shareholders of any fees, commissions or non-monetary benefits received by it on request.

#### *“Soft Dollars”*

In the case of the Man GLG Portfolios, the Man AHL Portfolios and the Man Solutions Portfolio, the Investment Managers shall not use commissions or “soft dollars” to obtain certain research and brokerage services in connection with the investment decision-making process.

In the case of the Man Numeric Portfolio and the GLG LLC Portfolio, the relevant Investment Managers may engage in the use of commissions and “soft dollars” in the limited circumstances set out below.

The relevant Investment Manager utilises various brokers and dealers to execute financial instruments transactions. Portfolio transactions for the relevant Portfolio are allocated to brokers and dealers on the basis of best execution in accordance with applicable law based on a number of factors, including commissions/price (and other transactional charges), the broker's financial strength, ability to commit capital, stability and responsibility, reputation, reliability, overall past performance of services, research capability and coverage, responsiveness to the relevant Investment Manager, quality of recommendations, deal calendar, ability to execute trades based on the characteristics of a particular trade, technology and trading systems, trading activity in a particular financial instrument, block trading and block positioning capabilities, nature and frequency of sales coverage, net price, depth of available services, arbitrage operations, bond capability and option operations, investment banking coverage, capacity of syndicate operations, the availability of stocks to borrow for short trades, willingness to execute related or unrelated difficult transactions, order of call, back office, processing and special execution capabilities, efficiency and speed of execution, and error resolution. The relevant Investment Manager need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost or spread. Accordingly, dealing commissions will be used only for the provision of execution or research services. In addition, the use of commissions or “soft dollars” to pay for brokerage and research products and services will be within the safe harbor provided by Section 28(e) of the Exchange Act (“Section 28(e)"). Soft dollars generated through transactions other than agency transactions in financial instruments and riskless principal transactions in financial instruments (e.g., transactions in futures, currencies, derivatives and principal transactions involving financial instruments that are not riskless principal transactions) do not fall within the safe harbor created by Section 28(e) and will not be utilized to obtain brokerage and research products and services.

#### *Investment in Affiliated Funds*

Where permitted by the investment policy of a Portfolio, an Investment Manager may invest such Portfolio's assets in funds which are managed by a Man Group Person (an **“Affiliated Portfolio Manager”**). Such investments may provide the capital necessary for such Affiliated Portfolio Managers to start or continue the operations of an investment fund or funds (an **“Affiliated Fund”**), thus making those Affiliated Funds available as potential investments for the Company. When the Company invests in an Affiliated Fund for which an Investment Manager or an affiliate acts as the general partner, manager or investment manager, fees associated with such investments will be waived at the underlying Affiliated Fund level to prevent a layering of fees. When the Company invests in an Affiliated Fund, the Company's investment may make the Affiliated Fund more attractive to other investors and so increase the capital managed by the relevant Affiliated Portfolio Manager (and therefore the fees earned by the Man Group). In addition, such Investment Manager's dealings with Affiliated Portfolio Managers (e.g. capital investment decisions, redemption decisions and fee negotiations) will not be conducted at arm's length. Although the Investment Manager may be in a

better position to monitor the activities of an Affiliated Portfolio Manager, the Investment Manager has a conflict of interest in determining whether to make or maintain an investment in an Affiliated Fund on behalf of the Company.

The conflicts of interest that apply to the Company in respect of the Manager, the Investment Manager, its other service providers and the Directors, as described above, will generally also apply to each Affiliated Fund in respect of its Affiliated Portfolio Manager, its other service providers and its directors or other governing body. Market quotations regarding certain investments by an Affiliated Fund may not always be available. In such cases, those investments may be valued by its Affiliated Portfolio Manager. The Affiliated Portfolio Manager will have a conflict of interest in making such a valuation, because the valuation affects the Portfolio Fund's net asset value and, consequently, the incentive compensation and the management fees that the Affiliated Portfolio Manager would receive for its services.

### ***Conflicts involving the Manager***

To the extent that the Manager directly conducts any portfolio management or risk management functions on behalf of the Company, any of the potential conflicts of interest applicable to the Investment Manager will also apply to the Manager.

### **Conflicts involving the Administrator or Depositary**

The Administrator, the Depositary and their respective affiliates may from time to time act as prime broker, dealer, custodian, depositary, registrar, administrator or distributor, in relation to, or be otherwise involved in, Other Accounts (including Portfolio Funds) or other funds, vehicles or accounts established by parties other than an Investment Manager, which may have similar investment objectives and strategies to those of a Portfolio of the Company. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interests with the Company. Each will, at all times, have regard in such event to its obligations to the Company and will endeavour to ensure that such conflicts are resolved fairly. The Administrator, the Custodian and their respective officers, employees and affiliates may from time to time provide other services to Man Group Persons and/or be involved in other financial, investment or professional activities which may give rise to conflicts of interest with the Company, or which may conflict with the investment strategy being pursued by the Company. The Administrator, which has been appointed to calculate the Net Asset Value, faces a potential conflict of interest because its fee is based on the Net Asset Value.

### **Conflicts involving the Directors**

A Director may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is interested, provided that he or she has disclosed to the other Directors prior to the conclusion of any such transaction or arrangement the nature and extent of any material interest of his or hers in that transaction or arrangement. Unless the Directors determine otherwise, a Director may vote in respect of any such arrangement or proposal, having first disclosed such interest. As at the date of this Memorandum, no Director or person connected to any Director has any interest, beneficial or non-beneficial, in the share capital of the Company or any material interest in the Company or in any agreement or arrangement with the Company other than the agreements disclosed in this Memorandum. The Directors may also be directors of other funds to which Man Group Persons provide services, including Portfolio Funds. The Directors will endeavour to ensure that any conflicts of interest are resolved fairly.

Mr John Morton is Global Co-Head of Legal of Man Group plc, the ultimate parent company of the Manager and the Investment Managers.

### **Telephone Recordings**

Each Investment Manager may record telephone communications or conversations (without use of a warning tone), and retain a copy of electronic communications, between its UK based staff and the Company's clients and counterparties (collectively "relevant records"), pursuant to regulatory requirements and/or if it considers it appropriate to manage risks. Where it does so to comply with FCA rules on the subject of "Recording telephone conversations and electronic communication", a

copy of relevant records made following these rules coming into effect on 3 January 2018 will be available to you on request for up to five years from the date the record was made (or seven years if the FCA has requested the relevant Investment Manager to extend the record retention period). In addition, a copy may be shared with the FCA if required. Should you require a copy of any relevant record, please contact your usual client relationship contact. If you have queries or complaints over the relevant Investment Manager's handling of your personal data, the relevant Investment Manager hopes that it can resolve these. A person whose personal data an Investment Manager may hold may also have a right to lodge a complaint with a data protection authority in relevant circumstances.

## **MEETINGS**

All general meetings of the Company shall be held in Ireland and at least one general meeting of the Company shall be held in each year as the Company's annual general meeting. At least twenty-one (21) days' notice (inclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) shall be given to Shareholders. The notice shall specify the place, day and hour of the meeting and the terms of the resolutions to be proposed. A proxy may attend on behalf of any Shareholder. The voting rights attached to the Shares are set out under the heading "General –Voting Rights".

## **REPORTS AND ACCOUNTS**

The Manager shall cause to be prepared an annual report and audited annual accounts for the Company and each Portfolio for the period ending 31 December in each year. These will be forwarded to Shareholders and the Irish Stock Exchange within four (4) months of the end of the relevant accounting period end and at least twenty-one (21) days before the annual general meeting. In addition, the Manager shall cause to be prepared and circulated to Shareholders a half-yearly report which shall include unaudited half-yearly accounts for the Company and each Portfolio. The half-yearly report will be made up to 30 June in each year. Unaudited half-yearly reports will be sent to Shareholders and the Irish Stock Exchange within two (2) months of the end of the relevant accounting period.

## **ACCOUNT COMMUNICATIONS**

The Company, the Manager, the Investment Managers, the Distributors and the Administrator may electronically deliver Account Communications to a Shareholder where the Shareholder has consented to same. Electronic communication by the Company, the Manager, the Investment Managers, the Distributors and the Administrator includes e-mail delivery as well as electronically making available on the relevant section of the Company's or the relevant Investment Manager's internet site, if applicable. It will be the affirmative obligation of the Shareholder to notify the Company in writing if the Shareholder's e-mail address changes.

There are risks, such as systems outages, that are associated with electronic delivery. The Company, the Manager, the Investment Managers, the Distributors and the Administrator will not be liable for any interception of Account Communications.

It is intended that the Company, the Manager, the Investment Managers, the Distributors and the Administrator and their respective directors, officers, employees and agents shall be fully indemnified and shall not be liable to any Shareholders for any loss, damage, expense (including without limitation, legal counsel and professional fees and other costs and expenses incurred in connection with the defence of any claim, action or proceedings) occasioned by act or omission of the Company, the Manager, an Investment Manager, a Distributor or the Administrator and their respective directors, officers and employees in connection with the electronic delivery of Account Communications or transactions sent and received by way of facsimile or other electronic medium, other than as a result of the negligence, wilful default or fraud of any such persons in the performance of their respective duties in respect of the Company.

Depending on the circumstances and where appropriate, some investors might receive information or marketing related to the Company in languages other than that of the Prospectus or relevant key investor information document.

## **CONFIDENTIAL INFORMATION**

In connection with the Company's ongoing business, Shareholders may receive, or have access to, information concerning the business and affairs of the Company, the Manager and the Investment Managers, or their affiliates, that the Company, the Manager or an Investment Managers reasonably believes to be in the nature of trade secrets, or other information, the disclosure of which the Company, the Manager or an Investment Manager believes is not in the best interests of the Company, the Manager or the relevant Investment Manager or their affiliates, or could damage the Company, the Manager or the relevant Investment Manager or their affiliates or their respective businesses, or which the Company, the Manager or the relevant Investment Manager or their affiliates are required by law or agreement with a third party to keep confidential, including, without limitation, any information relating to the Company's financial and investment strategy (e.g., portfolio positions, trades and contemplated trades); all notices, letters, and other communications whether written or oral between the Company, the Manager or an Investment Manager or their affiliates and any Shareholders; the names and addresses of each of the Shareholders of the Company, and their initial and subsequent subscriptions (collectively, "Confidential Information"). Each Shareholder will be required to keep confidential, and not to make any use of (other than for purposes reasonably related to its Shares) or disclose to any person or entity, any Confidential Information except to the Shareholder's directors, employees, agents, advisers, or representatives responsible for matters relating to the Company, or any other person or entity approved in writing by the relevant Investment Manager (for itself and on behalf of the Company) (each, an "Authorized Representative") on a need to know basis or as otherwise required by any regulatory authority, law or regulation, or by legal process. Shareholders will not be permitted to reproduce, duplicate, or deliver any of the Prospectus, any material contract referred to in the Prospectus, the Memorandum of Association (as amended from time to time), the Articles or the Application Form to any other person or entity, except Authorized Representatives. Each Shareholder, and each of their employees, representatives or other agents may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of (i) the Company or a Portfolio, and (ii) any of their transactions, and all materials of any kind (including, without limitation, opinions or other tax analyses) that are provided to Shareholders relating to such tax treatment and tax structure, it being understood that "tax treatment" and "tax structure" do not include the name or the identifying information of the Company, a Portfolio or the parties to a transaction. Prior to making any disclosure required by any regulatory authority, law or regulation, or by legal process, a Shareholder shall be required to use reasonable best efforts to notify the Company, the Manager and the relevant Investment Manager of such disclosure. Prior to any disclosure to its Authorized Representatives a Shareholder will be required to advise such Authorized Representative of the obligations set forth in the Prospectus in respect of Confidential Information. Each of the Company, the Manager and each of the Investment Managers has the right to keep confidential from Shareholders, for such period of time as the Company, the Manager or the relevant Investment Manager deems reasonable, any Confidential Information.

## **PERIODIC REPORTS**

The Company, acting through an Investment Manager as its delegate, may from time to time elect, in its sole discretion, to make available to the Shareholders, upon request and subject to certain policies and conditions (as described below), regular periodic reports that may contain estimates of the Company's performance, list the Company's investment positions and activities (including potentially full portfolio position information) or contain other information about the Company (collectively, the "Periodic Reports"). Shareholders interested in receiving Periodic Reports should contact the relevant Investment Manager to learn if the Company is making any such reports available. The Company is not obliged to provide Periodic Reports to the Shareholders. However, if the Company chooses to provide such reports, subject to such policies and conditions as may be established by the relevant Investment Manager (as described below), the Company will endeavour to make the reports available to all requesting Shareholders on equal terms. The Company may discontinue providing Periodic Reports at any time without prior notice.

If provided, Periodic Reports will not be audited and may be based on estimated data that will not reflect reconciliation with the records of the Administrator or other agents of the Company. In addition, Periodic Reports may not reflect the accrual of certain expenses and liabilities of the Company including, without limitation, fees and performance-based compensation that have been, or will be, incurred as of the end of the period in respect of which valuation or performance information contained

in the Periodic Report is calculated and which, when accrued, would cause the valuation or rates of return presented in such Periodic Report to be reduced. Estimated returns included in a Periodic Report will be subject to high levels of uncertainty and actual returns may vary significantly from such estimated returns. Therefore, Shareholders should not construe such estimated returns as providing any assurance or guarantee as to actual returns. The NAV at which Shares will be issued and redeemed may differ from the estimates contained in such Periodic Reports. The Company and the Investment Managers make no representation as to the accuracy, completeness, fitness for a particular purpose or timeliness of any information contained in any Periodic Report, and the Company, the Investment Managers and their respective affiliates will not be liable for any loss suffered by a Shareholder as a result of reliance on any such report.

The Company or an Investment Manager may, in its sole discretion but in accordance with any previously approved policies, agree to provide certain Shareholders, including upon request, with additional or different information than that provided to the Shareholders in Periodic Reports as set forth above.

The determination to provide Periodic Reports and other additional or different information to the Shareholders generally or to any particular Shareholder will be subject to such policies and conditions as may be established by the relevant Investment Manager in its sole discretion. The Investment Manager's determination will take into account factors that it deems relevant in its sole discretion, which may include, without limitation, the type or nature of the information requested, confidentiality concerns, potential uses for such information and the intentions of the requesting Shareholder with respect to such information. For instance, the relevant Investment Manager may determine not to make such reports and information available: (i) to any Shareholder that has not entered into an agreement satisfactory to the Investment Manager, in its sole discretion, providing undertakings regarding the use of the information being provided, including an agreement to maintain its confidentiality, (ii) in circumstances where the Investment Manager reasonably believes that such disclosure involves a material risk of information being utilized contrary to the best interests of the Company, or (iii) where disclosure would be made to a person who is, or is a representative of, a resident of a jurisdiction that does not have a legal and regulatory regime considered by the Investment Manager to adequately protect the Company in the event of the abuse of the information so disclosed.

In addition, an Investment Manager may, in its sole discretion and upon request from a Shareholder, provide certain portfolio information to a third party risk measurement firm or a firm providing similar services in order for such firm to prepare risk and/or other reports for such Shareholder, provided that such third party risk measurement firm enters into an agreement satisfactory to the Investment Manager, in its sole discretion, that provides undertakings regarding limitations on the use of the information being provided, including an agreement to maintain its confidentiality and not to disseminate any specific position information regarding the portfolio to the Shareholder. In the event that the Company provides such information to a third party risk measurement firm upon the request of a Shareholder, the Company will endeavour to provide such information to third party risk measurement firms at the request of other Shareholders on similar terms, provided that any such request shall be subject to any guidelines formulated by the relevant Investment Manager, which may be modified from time to time in its sole discretion, as to the conditions with respect to which requests to engage in such a program will be granted.

## **WINDING UP**

The Articles contain provisions to the following effect:

- (a) if the Company shall be wound up the liquidator shall, subject to the provisions of the Companies Act 2014 apply the assets of the Company attributable to each Portfolio in such manner and order as he thinks fit in satisfaction of creditors' claims relating to that Portfolio.
- (b) the assets available for distribution among the Shareholders shall then be applied in the following priority:
  - (i) First, in the payment to the holders of the Shares of each series of a sum in the currency in which that series is designated (or in any other currency selected by the

liquidator) as nearly as possible equal (at a rate of exchange determined by the liquidator) to the Net Asset Value of the Shares of such series held by such holders respectively as at the date of commencement to wind up provided that there are sufficient assets available in the relevant Portfolio to enable such payment to be made. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Portfolios.

- (ii) Secondly, in the payment to the holders of the Subscriber Shares of sums up to the nominal amount paid thereon out of the assets of the Company not comprised within any Portfolios remaining after any recourse thereto under sub-paragraph (1)(i) above. In the event that there are insufficient assets as aforesaid to enable such payment in full to be made, no recourse shall be had to the assets comprised within any of the Portfolios.
  - (iii) Thirdly, in the payment to the holders of each series of Shares of any balance then remaining in the relevant Portfolio, such payment being made in proportion to the number of Shares of that series held.
  - (iv) Fourthly, in the payment to the holders of the Shares of any balance then remaining and not comprised within any of the Portfolios, such payment being made in proportion to the number of Shares held.
- (c) If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the Court) the liquidator may, with the authority of a Special Resolution and any other sanction required by the Companies Acts of Ireland, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of a single kind, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the member or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets in respect of which there is liability.

## **MATERIAL CONTRACTS**

The following contracts, which are summarised in the Sections “Management and Administration” and “Fees and Expenses of the Company” above, have been entered into and are, or may be, material:

- (i) Management Agreement dated 21 December 2007, as amended, between the Company and the Manager pursuant to which the Manager was appointed to provide certain management services to the Company;
- (ii) Investment Management Agreement dated 21 December 2007, as amended, between the Manager and GLG LP pursuant to which GLG LP was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man GLG Portfolios;
- (iii) Investment Management Agreement dated 3 January 2018 between the Manager and GLG LLC pursuant to which GLG LLC was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the GLG LLC Portfolio;
- (iv) Investment Management Agreement dated 28 October 2014, as amended, between the Manager and the AHL Partners LLP pursuant to which AHL Partners LLP was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man AHL Portfolios;



- (v) Investment Management Agreement dated 20 February 2015 between the Manager and Numeric Investors LLC pursuant to which Numeric Investors LLC was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man Numeric Portfolios
- (vi) Investment Management Agreement dated 6 October 2017, as amended, between the Manager and Man Solutions Limited pursuant to which Man Solutions Limited was appointed as investment manager to provide certain investment management and advisory services to the Company in respect of the Man Solutions Portfolio;
- (vii) Administration Agreement dated 21 December 2007 (as amended) between the Manager and the Administrator pursuant to which the Administrator was appointed administrator and registrar to the Company;
- (viii) Distribution Agreement dated 21 December 2007 between the Manager and GLG LP pursuant to which the Manager appointed GLG LP as distributor and placing agent for the sale of Shares in the Man GLG Portfolios;
- (ix) Distribution Agreement dated 14 October 2010 between the Manager and Man Investments AG pursuant to which the Manager appointed Man Investments AG as distributor and placing agent for the sale of Shares in the Portfolios;
- (x) Amended and Restated Depositary Agreement dated 24 March 2016 between the Depositary and the Company setting out the basis upon which the Depositary will provide services to the Company; and
- (xi) Administrative Services Agreement dated 21 December 2007 between the Company, the Manager and the Investment Manager, as amended, pursuant to which the Investment Manager was appointed to provide certain administrative support services to the Company.

## **DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected and obtained at the registered office of the Manager at 70 Sir John Rogerson's Quay, Dublin 2 during normal business hours on any Business Day:

- (a) the material contracts referred to above;
- (b) the Memorandum and Articles of Association of the Company;
- (c) the UCITS Regulations;
- (d) the latest available annual audited report;
- (e) the latest available unaudited half-yearly report; and
- (f) a list of past and current directorships and partnerships held by each Director over the last five years.

Copies of any yearly and half-yearly reports may be obtained from the Manager free of charge and may be inspected at the registered office of the Manager during normal business hours on any Business Day and will be sent on request to any Shareholder.

Other than as disclosed in the "Borrowing Policy and Leverage" section, as of the date of this Prospectus the Company has no loan capital (including term loans) outstanding or created but unissued, and no outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other contingent liabilities.

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## APPENDIX I DEFINITIONS

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**In this Prospectus the following words and phrases have the meanings set forth below:**

“Account Communications”	means all communications to Shareholders in respect of their investment in the Company, including, without limitation, all current and future account statements; Company documents (including all supplements and amendments thereto); notices (including privacy notices); letters to Shareholders; annual audited financial statements; regulatory communications and other information, documents, data and records.
“Administrator”	means BNY Mellon Fund Services (Ireland) DAC or such other company as may from time to time be appointed to provide administration and related services to the Company in Ireland;
“AHL”	means AHL Partners LLP, the investment manager in respect of the Man AHL Portfolios;
“Application Form”	means, in relation to the Man GLG Portfolios, the application form in respect of the Man GLG Portfolios, in relation to the GLG LLC Portfolio, the application form in respect of the GLG Portfolio, in relation to the Man AHL Portfolios, the application form in respect of the Man AHL Portfolios, in relation to the Man Numeric Portfolio the application form in respect of the Man Numeric Portfolio and, in relation to the Man Solutions Portfolio the application form in respect of the Man Solutions Portfolio;
“Articles”	means the Articles of Association of the Company for the time being in force and as may be modified from time to time;
“Auditors”	means Ernst & Young or such other firm of registered auditors as may from time to time be appointed as auditors to the Company;
“AUD Share Classes”	means any Share Class from time to time having AUD in its name in accordance with the Naming Convention;
“Base Currency”	means, in relation to each Portfolio, the currency in which the Net Asset Value of that Portfolio is to be calculated as described under the section entitled “Efficient Portfolio Management – Currency Transactions” and as defined in the “ <i>Portfolio Specific Information</i> ” section of the relevant Supplement;
“Business Day”	mean such days as may be set out in the relevant Supplement in respect of each Portfolio, or such other day or days as may be specified by the Directors.
CAD Share Classes”	means any Share Class from time to time having CAD in its name in accordance with the Naming Convention;
“Central Bank”	means the Central Bank of Ireland and any successor authority as may be created from time to time in Ireland;
“Central Bank UCITS Regulations”	means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015, as may be amended or supplemented

	from time to time, in addition to any guidance issued by the Central Bank in respect of same.
"CFTC"	U.S. Commodity Futures Trading Commission.
"CHF Share Classes"	means any Share Class from time to time having CHF in its name in accordance with the Naming Convention;
"Class"	means Shares of a particular Portfolio representing an interest in the Company maintained in respect of such Portfolio but designated as a class of Shares within such Portfolio for the purposes of attributing different proportions of the Net Asset Value of the relevant Portfolio to such Shares to accommodate different charges, dividend arrangements, base currencies, and/or fee or other arrangements specific to such Shares;
"CNH Share Classes"	means any Share Class from time to time having CNH in its name in accordance with the Naming Convention;
"Company"	means Man Funds VI plc;
"Dealing Day"	means such Business Day or Business Days as the Directors may from time to time determine in relation to any particular Portfolio and as shall be designated a Dealing Day provided that, in respect of each Portfolio, there shall be at least two Dealing Days in each calendar month.  For each Portfolio, each Business Day shall be a Valuation Day and a Valuation Day shall be a Dealing Day.
"Dealing Deadline"	shall, in the case of subscriptions for Shares in a Portfolio be the Subscription Dealing Deadline as set out in the section of the relevant Supplement titled " <i>Portfolio Specific Information – Dealing Terms</i> " in respect of the relevant Portfolio;  shall, in the case of redemptions for Shares in a Portfolio be the Redemption Dealing Deadline as set out in the section of the relevant Supplement titled " <i>Portfolio Specific Information – Dealing Terms</i> " in respect of the relevant Portfolio".  In all cases, any Director may from time to time permit a later time in exceptional circumstances provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day.
"Declaration"	means a valid declaration in a form prescribed by the Irish Revenue Commissioners for the purposes of Section 739D TCA 1997 (as may be amended from time to time);
"Depositary"	means BNY Mellon Trust Company (Ireland) Limited or such other company in Ireland as may from time to time be appointed as depositary of all the assets of the Company with the approval of the Central Bank;
"Directors"	means the Directors of the Company for the time being and any duly constituted committee thereof;
"Distributor"	means any of GLG LP, Man Investments AG and/or such other persons, firms or companies as may from time to time be appointed as distributors or co-distributors or sub-distributors in relation to the

promotion, distribution and sale of Shares, as applicable in the context of the relevant section of this Prospectus;

“Duties and Charges”	means all stamp duty and other duties, taxes, governmental charges, imposts, levies, exchange costs and commissions, transfer fees and expenses, agents’ fees, brokerage fees, commissions, bank charges, transfer fees, registration fees and other duties and charges, whether payable in respect of the constitution , increase or reduction of all of the cash and other assets of the Company or the creation, acquisition, issue, conversion, exchange, purchase, holding, repurchase, redemption, sale or transfer of Shares or Investments by or on behalf of the Company or in respect of the issue or cancellation of Share Certificates or otherwise which may have become or will become payable in respect of or prior to or upon the occasion of any transaction, dealing or valuation.
“DKK Share Classes”	means any Share Class from time to time having DKK in its name in accordance with the Naming Convention;
“EEA Member State”	means a Member State of the European Union, Norway, Iceland or Liechtenstein;
“Equalisation Method”	means the method used to calculate the performance fee payable in respect of E Shares using an equalisation method, details of which are set out in the “Fees and Expenses” section of this Prospectus
“ERISA”	U.S. Employee Retirement Income Security Act of 1974, as amended;
“ESMA Guidelines”	means the ESMA Guidelines on ETFs and other UCITS issues;
“EU Member State”	means a Member State of the European Union;
“EUR Share Classes”	means any Share Class from time to time having EUR in its name in accordance with the Naming Convention;
“Euro-Zone”	means those countries which have adopted the Euro as their currency, currently comprising Ireland, Spain, France, Germany, Italy, Austria, Portugal, The Netherlands, Belgium, Luxembourg, Finland, Slovenia, Slovakia, Greece, Cyprus, Estonia, Malta; Latvia and Lithuania;
“Exempt Investor”	means any of the following Irish Residents: <ul style="list-style-type: none"> <li>(i) a qualifying management company or a specified company as referred to in Section 739B;</li> <li>(ii) a specified collective investment undertaking as referred to in Section 739B;</li> <li>(iii) a company carrying on life business within the meaning of Section 706 TCA;</li> <li>(iv) a pension scheme as referred to in Section 739B;</li> <li>(v) any other investment undertaking as referred to in Section 739B;</li> <li>(vi) a special investment scheme as referred to in Section 739B;</li> <li>(vii) a unit trust of a type referred to in Section 739D(6)(e) TCA;</li> </ul>

- (viii) a person who is entitled to exemption from income tax or corporation tax by virtue of Section 207(1)(b) TCA;
- (ix) a person who is entitled to exemption from income tax and capital gains tax by virtue of Section 784A(2) TCA or 848E TCA in circumstances where the Shares held are assets of an approved retirement fund, an approved minimum retirement fund or a special savings incentive account;
- (x) a person entitled to exemption from income tax and capital gains tax by virtue of Section 787I TCA and the shares he owns are assets of a PRSA (within the meaning of Chapter 2A of Part 30 TCA);
- (xi) a credit union as referred to in Section 739B;
- (xii) the Courts Service as referred to in Section 739B;
- (xiii) a qualifying company within the meaning of Section 110 TCA as referred to in Section 739D(6)(m) TCA;
- (xiv) the National Pensions Reserve Fund Commission;
- (xv) the National Asset Management Agency; and

any other person resident in Ireland who is permitted to own Shares under Irish taxation legislation or by practice or concession of the Irish Revenue Commissioners without requiring the Company to deduct appropriate tax in respect of any payment to a Shareholder or the transfer by a Shareholder of any Shares and in respect of whom the Company is in possession of a Declaration;

"FCA"	means the UK Financial Conduct Authority;
"FDI"	means financial derivative instruments;
"GBP Share Classes"	means any Share Class from time to time having GBP in its name in accordance with the Naming Convention;
"GLG LLC Portfolio"	means Man GLG Global Emerging Markets Debt Total Return;
"GLG LLC Supplement"	means the supplement to this Prospectus in relation to the GLG LLC Portfolio;
"GLG LP"	means GLG LP, the investment manager and distributor in respect of the Man GLG Portfolios;
"G10"	means the Group of Ten made up of eleven industrialised nations, comprising Belgium, Canada, France, Germany, Italy, Japan, the Netherlands, Sweden, Switzerland, the United Kingdom and the United States of America;
"Hedged Share Classes"	means Shares in the Company or any other Share Class from time to time having H in its name in accordance with the Naming Convention;
"Initial Offer Period"	means in relation to each Class of a Portfolio, such period as shall be designated an "Initial Offer Period" by the Directors;
"Initial Offer Price"	means such price per Share as shall be designated as the initial price

per Share by the Directors;

“Intermediary”	means a person who carries on a business which consists of, or includes, the receipt of payments from an investment undertaking on behalf of other persons or holds shares in an investment undertaking on behalf of other persons;
“Investment Manager”	means, in respect of the Man GLG Portfolios, GLG LP, in respect of the GLG LLC Portfolios, GLG LLC, in respect of the Man AHL Portfolios, AHL Partners LLP, in respect of the Man Numeric Portfolio, Numeric Investors LLC and in respect of the Man Solutions Portfolio, Man Solutions Limited, or such other person, firm or company as may from time to time be appointed to provide investment management or advisory services to or on behalf of the Company;
“Investment Advisers”	means such companies, firms or persons (if any) as may from time to time be appointed by the Company or the Investment Manager, with the approval of the Central Bank, as investment advisers in respect of a Portfolio or Portfolios;
“Investments”	means any securities, instruments or obligations of whatsoever nature permitted under the UCITS Regulations;
“Irish Resident”	any company resident, or other person resident or ordinarily resident, in Ireland for the purposes of Irish tax. Please see the “Taxation” section above for a summary of the concepts of residence and ordinary residence issued by the Irish Revenue Commissioners;
“IRC”	means the US Internal Revenue Code of 1986, as amended
“Irish Revenue Commissioners”	means the Irish authority responsible for taxation;
“Irish Stock Exchange”	means the Irish Stock Exchange Limited;
“JPY Share Classes”	means any Share Class from time to time having JPY in its name in accordance with the Naming Convention;
“Man AHL Portfolios”	means Man AHL Multi Strategy Alternative, Man AHL Directional Equities Alternative, Man AHL TargetRisk and Man AHL Volatility Alternative;
“Man AHL Supplement”	means the supplement to this Prospectus establishing the Man AHL Portfolios;
“Man GLG Portfolios”	means Man GLG European Alpha Alternative, Man GLG Alpha Select Alternative, Man GLG European Equity Alternative, Man GLG Financials Alternative, Man GLG Global Equity Alternative, Man GLG European Alpha Alternative Enhanced, Man GLG Cred-Eq Alternative, Man GLG European Mid-Cap Equity Alternative, Man GLG Unconstrained Emerging Equity, Man NewSmith UK Equity Alternative, Man GLG Innovation Equity Alternative and Man GLG Global Fundamental Equity;
“Man GLG Supplement”	means the supplement to this Prospectus in relation to the Man GLG Portfolios;
“Man Group Persons”	means a member of the Man Group plc group of companies.

"Man Numeric Portfolio"	means Man Numeric Market Neutral Alternative;
"Man Numeric Supplement"	means the supplement to this Prospectus establishing the Man Numeric Portfolio;
"Man Solutions Portfolio"	means Man Alternative Style Risk Premia;
"Man Solutions Supplement"	means the supplement to this Prospectus establishing the Man Solutions Portfolio;
"Manager"	means Man Asset Management (Ireland) Limited or such other company as may from time to time be appointed as manager to the Company;
"Net Asset Value"	means the Net Asset Value of a Portfolio calculated as described or referred to herein;
"Net Asset Value per Share"	means, in relation to any series or Class of Shares, the Net Asset Value divided by the number of Shares of the relevant series or Class of Shares in issue or deemed to be in issue in respect of that Portfolio at the relevant Valuation Point subject to such adjustments, if any, as may be required in relation to any series or Class of Shares in the relevant Portfolio;
"NOK Share Classes"	means any Share Class from time to time having NOK in its name in accordance with the Naming Convention;
"Numeric"	means Numeric Investors LLC, the investment manager in respect of the Man Numeric Portfolios;
"OECD"	means the Organisation for Economic Co-Ordination and Development;
"Ordinary Resolution"	means a resolution passed by a simple majority of the votes cast in its favour by Shareholders entitled to attend and vote at general meetings of the Company or on matters affecting the relevant series of Shares, as the case may be;
"PLN Share Classes"	means any Share Class from time to time having PLN in its name in accordance with the Naming Convention;
"Portfolio"	means such portfolio or portfolios of assets, including a Man GLG Portfolio, a GLG LLC Portfolio, a Man AHL Portfolio, a Man Numeric Portfolio and a Man Solutions Portfolio as the Manager may from time to time establish with the approval of the Depositary and the Central Bank constituting in each case a separate fund represented by a separate series of Shares and invested in accordance with the investment objective and policies applicable to such portfolio;
"Promoter"	means GLG Partners LP;
"Prospectus"	means this document, any supplement (including the Man GLG Supplement, the GLG LLC Supplement, the Man AHL Supplement, the Man Numeric Supplement and the Man Solutions Supplement) designed to be read and construed together with and to form part of this document and the Company's most recent annual report and accounts (if issued) or, if more recent, its interim report and accounts;
"Recognised Market"	means any stock exchange or market which satisfies the Central Bank's regulatory criteria and which is listed in Appendix III hereto in

accordance with the requirements of the Central Bank. The Central Bank does not issue a list of approved markets;

"Redemption Request Form"	means, in relation to the Man GLG Portfolios, the redemption request form in respect of the Man GLG Portfolios, in relation to the GLG LLC Portfolio, the redemption request form in respect of the GLG LLC Portfolio, in relation to the Man AHL Portfolios, the redemption request form in respect of the Man AHL Portfolios, in relation to the Man Numeric Portfolio, the redemption request form in respect of the Man Numeric Portfolio and in relation to the Man Solutions Portfolio, the redemption request form in respect of the Man Solutions Portfolio;
"Recognised Rating Agency"	Standard and Poor's Ratings Group ("S&P"), Moodys Investor Services ("Moody's"), Fitch IBCA or an equivalent rating agency;
"Relevant Institution"	means an EU credit institution, a bank authorised in the remaining Member States of the European Economic Area (EEA) (Norway, Iceland, Liechtenstein), a bank authorised by a signatory state, other than an EU Member State or a Member State of EEA, to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States) or a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
"Section 739B"	means Section 739 B of TCA;
"SEK Share Classes"	means any Share Class from time to time having SEK in its name in accordance with the Naming Convention;
"SGD Share Classes"	means any Share Class from time to time having SGD in its name in accordance with the Naming Convention;
"Share" or "Shares"	means, unless the context otherwise requires, a share or shares of whatsoever series or Class in the capital of the Company (other than Subscriber Shares) entitling the holders to participate in the profits of the Company attributable to the relevant Portfolio as described in this Prospectus;
"Shareholder"	means a person registered as a holder of Shares;
"Special Resolution"	means a resolution passed with the support of 75% or more of the votes cast in its favour by Shareholders entitled to attend and vote at general meetings of the Company or on matters effecting the relevant series of Shares as the case may be;
"SRRI"	means the synthetic risk and reward indicator based on the calculation of the historical volatility of the Net Asset Value of a Fund, in accordance with the methodology published by the European Securities and Markets Authority in their paper dated 1 July 2010 entitled "Guidelines on the methodology for the calculation of the synthetic risk and reward indicator in the Key Investor Information Document", expressed as a figure between 1 and 7 with an SRRI figure of 1 being at the lower end of the scale and an SRRI figure of 7 being at the higher end of the scale.
"Subscriber Shares"	means the initial issued share capital of 2 Shares of EUR1 each and initially designated as Subscriber Shares;
"Subscriber Shareholder" or "Subscriber Shareholders"	means a holder or holders of Subscriber Shares;



“Supplement”	means any or all of the Man GLG Supplement, Man AHL Supplement, Man Numeric Supplement, Man Solutions Supplement and GLG LLC Supplement, as applicable;
“TCA”	means the Taxes Consolidation Act 1997;
“US” or “United States”	means the United States of America, its territories and possessions including the States and the District of Columbia;
“USD Share Classes”	means any Share Class from time to time having USD in its name in accordance with the Naming Convention;
“US Person”	means, with respect to any person, any individual or entity that would be: (i) a “United States Person” as defined under Regulation S promulgated under the Securities Act; (ii) a person or entity that is not a “Non-United States Person” as defined under the regulations of the CFTC (17 CFR § 4.7(a)(1)(iv)), as amended; (iii) a “US person” under the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations published by the CFTC on July 26, 2013; or (iv) a “United States person” under the IRC. See <u>Appendix II</u> for the definition of US Person;
“UCITS”	means an undertaking for collective investment in transferable securities within the meaning of the UCITS Regulations;
“UCITS Regulations”	means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. No. 211 of 2011), as amended and all applicable Central Bank regulations (other than the Central Bank UCITS Regulations) made or conditions imposed or derogations granted thereunder;
“Valuation Day”	<p>means such Business Day or Business Days as the Directors may from time to time determine in relation to any particular Portfolio and set out in the relevant Supplement, being a day on which the Net Asset Value shall be determined provided that, in respect of each Portfolio, there shall be at least one Valuation Day in each fortnight and also provided that if any day on which the Net Asset Value is to be calculated is not a Business Day, the next following Business Day shall be the Valuation Day;</p> <p>The Valuation Day as at the date of this Prospectus for each Portfolio is set out in the section titled “<i>Determination and Publication and Temporary Suspension of Net Asset Value</i>” herein;</p>
“Valuation Point”	means such time as may be set out in the relevant Supplement in respect of each Portfolio, or such other time or times on a Valuation Day as the Directors may determine and notify in advance to Shareholders.
“Website”	means <a href="http://www.man.com/man-funds-vi-plc-share-classes">www.man.com/man-funds-vi-plc-share-classes</a>

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## APPENDIX II DEFINITION OF US PERSON

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### I. US COMMODITY FUTURES TRADING COMMISSION DEFINITION OF “UNITED STATES PERSON”

Under applicable CFTC Rules, “United States Person” means a person that is not a “Non-United States Person.” “Non-United States Person” means:

- (1) a natural person who is not a resident of the United States;
- (2) any partnership, corporation or other entity, other than an entity organised for passive investment, organised under the laws of a foreign jurisdiction and which has its principal place of business in a foreign jurisdiction;
- (3) any estate or trust, the income of which is not subject to United States income tax regardless of source.
- (4) any entity organised principally for passive investment such as a commodity pool, investment company or other similar entity; provided that units of participation in the entity held by persons who do not qualify as Non-United States Persons or otherwise as qualified eligible persons represent in the aggregate less than 10% of the beneficial interest in the entity; and such entity was not formed principally for the purpose of facilitating investment by United States Persons in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 of the CFTC’s regulations by virtue of its participants being Non-United States Persons; or
- (5) a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States.

### II. REGULATION S DEFINITION OF “UNITED STATES PERSON”

Under Regulation S of the Securities Act, “United States Person” means:

- (1) any natural person resident in the United States;
- (2) any partnership or corporation organised or incorporated under the laws of the United States;
- (3) any estate of which any executor or administrator is a United States Person;
- (4) any trust of which any trustee is a United States Person;
- (5) any agency or branch of a foreign entity located in the United States;
- (6) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a United States Person;
- (7) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; or
- (8) any partnership or corporation if:
  - a. organised or incorporated under the laws of any non-US jurisdiction; and
  - b. formed by United States Persons principally for the purpose of investing in securities not registered under the Securities Act, unless it is organised or incorporated, and owned, by

“accredited investors” (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts.

Notwithstanding the foregoing definition, the following are not United States Persons for purposes of Regulation S:

- (1) Any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-US Person by a dealer or other professional fiduciary organised, incorporated, or (if an individual) resident in the United States.
- (2) Any estate of which any professional fiduciary acting as executor or administrator is a United States Person if:
  - a. an executor or administrator of the estate who is not a United States Person has sole or shared investment discretion with respect to the assets of the estate; and
  - b. the estate is governed by non-US law.
- (3) Any trust of which any professional fiduciary acting as trustee is a United States person, if a trustee who is not a United States Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a United States Person.
- (4) An employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country.
- (5) Any agency or branch of a United States Person located outside the United States if:
  - a. the agency or branch operates for valid business reasons; and
  - b. the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located.
- (6) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organisations, their agencies, affiliates and pension plans.

### III. CFTC CROSS BORDER GUIDANCE DEFINITION OF “US PERSON”

Under the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013, “US person” means:

- (1) any natural person who is a resident of the United States;
- (2) any estate of a decedent who was a resident of the United States at the time of death;
- (3) any corporation, partnership, limited liability company, business or other trust, association, joint-stock company, fund or any form of enterprise similar to any of the foregoing (other than an entity described in prongs (4) or (5), below) (a “legal entity”), in each case that is organized or incorporated under the laws of a state or other jurisdiction in the United States or having its principal place of business in the United States;
- (4) any pension plan for the employees, officers or principals of a legal entity described in point (3) above, unless the pension plan is primarily for foreign employees of such entity;

- (5) any trust governed by the laws of a state or other jurisdiction in the United States, if a court within the United States is able to exercise primary supervision over the administration of the trust;
- (6) any commodity pool, pooled account, investment fund, or other collective investment vehicle that is not described in prong (3) and that is majority-owned by one or more persons described in points (1), (2), (3), (4), or (5) above, except any commodity pool, pooled account, investment fund, or other collective investment vehicle that is publicly offered only to non-US persons and not offered to US persons;
- (7) any legal entity (other than a limited liability company, limited liability partnership or similar entity where all of the owners of the entity have limited liability) that is directly or indirectly majority-owned by one or more persons described in prong (1), (2), (3), (4), or (5) and in which such person(s) bears unlimited responsibility for the obligations and liabilities of the legal entity; and
- (8) any individual account or joint account (discretionary or not) where the beneficial owner (or one of the beneficial owners in the case of a joint account) is a person described in points (1), (2), (3), (4), (5), (6), or (7) above.

#### IV. IRC DEFINITION OF "UNITED STATES PERSON"

Under the IRC, "United States person" means:

- (1) a citizen or resident of the United States,
- (2) a partnership organized in the United States,
- (3) a corporation organized in the United States,
- (4) any estate (other than a foreign estate, within the meaning of paragraph (31) of Section 7701 of the IRC), and
- (5) any trust if—(A) a court within the United States is able to exercise primary supervision over the administration of the trust, and (B) one or more United States persons have the authority to control all substantial decisions of the trust.

"United States" means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia.

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### APPENDIX III RECOGNISED MARKETS

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The Recognised Markets below are listed in accordance with the requirements of the Central Bank. The Central Bank does not issue a list of approved markets. With the exception of investments contemplated by paragraphs 2.1 and 2.2 of the section of this Prospectus entitled “Investment Restrictions”, investment in securities will be restricted to eligible assets which are listed or traded on the Recognised Markets listed below.

- (i) Any stock exchange or market in any EEA state member or cooperating country or in any of the member countries of the OECD including their territories covered by the OECD Convention.

- (ii) Any of the following exchanges or markets:

Argentina	Buenos Aires Stock Exchange Buenos Aires Floor SINAC (part of the Buenos Aires Stock Exchange) Cordoba Stock Exchange La Plata Stock Exchange Mendoza Stock Exchange Rosario Stock Exchange
Bahrain	Bahrain Stock Exchange
Bangladesh	Dhaka Stock Exchange
Brazil	BOVESPA – Bolsa de Valores de Bahia-Sergipe-Alagoas Brasilia Stock Exchange BM&F BOVESPA SA Extremo Sul Porto Alegre Stock Exchange Minas Esperito Santo Stock Exchange Parana Curitiba Stock Exchange Regional Fortaleza Stock Exchange
Cayman Islands	Cayman Islands Stock Exchange
China	Shanghai Stock Exchange Shenzhen Stock Exchange
Colombia	Bolsa de Valores de Colombia SA
Egypt	Egyptian Exchange
Hong Kong	Hong Kong Stock Exchange Growth Enterprise Market
India	Bombay Stock Exchange National Stock Exchange of India (NSE)
Indonesia	Indonesia Stock Exchange
Jordan	Amman Stock Exchange
Kazakhstan	Kazakhstan Stock Exchange
Kenya	Nairobi Stock Exchange

Kuwait	Kuwait Stock Exchange
Lebanon	Beirut Stock Exchange
Malaysia	Bursa Malaysia Bhd
Mauritius	Mauritius Stock Exchange
Morocco	Casablanca Stock Exchange
Nigeria	Nigerian Stock Exchange
Oman	Muscat Securities Market (MSM)
Pakistan	Karachi Stock Exchange
Peru	Bolsa de Valores de Lima
Philippines	Philippines Stock Exchange
Qatar	Qatar Stock Exchange Doha Securities Exchange
Russia	Level 1 and Level 2 RTS Stock Exchange Moscow Exchange
Saudi Arabia	The Tadawul Stock Exchange
Singapore	Singapore Exchange
South Africa	Bond Exchange of South Africa JSE Limited
South Korea	Korea Exchange Inc.
Sri Lanka	Colombo Stock Exchange
Taiwan	Taiwan Stock Exchange
Thailand	Stock Exchange of Thailand
Tunisia	Tunisia Stock Exchange
United Arab Emirates	Abu Dhabi Securities Exchange Dubai Financial Market NASDAQ Dubai
Vietnam	Ho Chi Minh Stock Exchange

(iii) The following exchanges or markets:

- the market organised by the members of the International Capital Market Association;
- the market conducted by the “listed money market institutions” as described in the Bank of England publication “The Regulations of the Wholesale Cash and OTC Derivatives Markets in GBP, Foreign Exchange and Bullion” dated April 1988, (as amended from time to time);

- (a) NASDAQ in the United States, (b) the market in the US government securities conducted by the primary dealers regulated by the Federal Reserve Bank of New York ; and (c) the over-the-counter market in the United States conducted by primary dealers and secondary dealers regulated by the Securities and Exchange Commission and the National Association of Securities Dealers and by banking institutions regulated by the US Comptroller of Currency, the Federal Reserve System or Federal Deposit Insurance Corporation;
  - the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan; and
  - the French Market for "Titres de Creances Negociables" (over-the-counter market in negotiable debt instruments)
  - The U.K. market (i) conducted by banks and other institutions regulated by the FCA and subject to the Inter-Professional Conduct provisions of the FCA's Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the "Non-Investment Products Code" drawn up by the participants in the London market, including the FCA and the Bank of England (formerly known as "The Grey Paper").
  - the alternative investment market in the United Kingdom regulated and operated by the London stock exchange.
- (iv) any organised exchange or market in the European Economic Area on which futures or options contracts are regularly traded.
- (v) any stock exchange approved in a member state of the European Economic Area.

### **Financial Derivative Instruments**

In the case of an investment in listed or traded FDI: (i) in any derivative market approved in any EEA state member or cooperating country or in any of the member countries of the OECD including their territories covered by the OECD Convention; and (ii) in the following exchanges or markets:

Brazil	BM&F BOVESPA SA
Cayman Islands	Cayman Islands Stock Exchange
Egypt	Egyptian Exchange
Hong Kong	Growth Enterprise Market Hong Kong Stock Exchange
Malaysia	Bursa Malaysia Bhd Bursa Malaysia Derivatives
Singapore	Singapore Exchange
South Africa	JSE Limited South Africa Futures Exchange
South Korea	Korea Exchange Inc.
Taiwan	Taiwan Exchange
Thailand	Thailand Futures Exchange

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## APPENDIX IV ADDITIONAL DISTRIBUTION AND SELLING RESTRICTIONS

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The distribution of this Prospectus and the offering or purchase of the Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying Application Form in any such jurisdiction may treat this Prospectus or such Application Form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such Application Form, unless in the relevant jurisdiction such an invitation could lawfully be made to them and such Application Form could lawfully be used without compliance with any registration or other legal requirements.

### Argentina

The Shares are not and will not be marketed in Argentina by means of a public offer of securities, as such term is defined under Section 16 of Law N° 17,811, as amended. No application has been or will be made with the Argentine Comisión Nacional de Valores, the Argentine securities governmental authority, to offer the Shares in Argentina.

### Australia

No offer of securities or any other financial product is being made into Australia other than to investors who are both: (i) "wholesale clients" as defined in section 761G of the Corporations Act (Cth) 2001; and (ii) "Sophisticated investors" as defined in section 708(8) of the Corporations Act (Cth) 2001 or "Professional investors" as defined in section 708(11) of the Corporations Act (Cth) 2001.

This Prospectus has not been, and will not be, lodged with the Australian Securities and Investments Commission as a disclosure document for the purposes of the Corporations Act (Cth) 2001.

Any Shares issued upon acceptance of the offering may not be offered for sale (or transferred, assigned or otherwise alienated) to investors in Australia for at least twelve (12) months after their issue, except in circumstances where disclosure to investors is not required under Chapter 6D of the Corporations Act (Cth) 2001 or unless a disclosure document that complies with the Corporations Act (Cth) 2001 is lodged with the Australian Securities and Investments Commission.

Investors are advised that the Company is not licensed in Australia to provide financial product advice in relation to the Shares. No cooling-off regime will apply in respect of the acquisition of Shares.

### Bahrain

This offer is a private placement. It is not subject to the regulations of the Central Bank of Bahrain that apply to public offerings of securities, and the extensive disclosure requirements and other protections that these regulations contain. This Prospectus is therefore intended only for "Accredited Investors".

**"Accredited Investors" are defined as:**

- a. Individuals holding financial assets (either singly or jointly with their spouse) of USD 1,000,000 or more;
- b. Companies, partnerships, trusts or other commercial undertakings, which have financial assets available for investment of not less than USD 1,000,000; or
- c. Governments, supranational organisations, central banks or other national monetary authorities, and state organisations whose main activity is to invest in financial instruments (such as state pension funds).

The financial instruments offered by way of private placement may only be offered in minimum subscriptions of \$100,000 (or equivalent in other currencies). The Central Bank of Bahrain assumes



no responsibility for the accuracy and completeness of the statements and information contained in this document and expressly disclaims any liability whatsoever for any loss howsoever arising from reliance upon the whole or any part of the contents of this document.

The board of directors and the management of the issuer accepts responsibility for the information contained in this document. To the best of the knowledge and belief of the board of directors and the management, who have taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the reliability of such information.

### **Brazil**

The Shares have not been, nor will they be, registered or qualified under any rules issued by the Brazilian Securities Exchange Commission (the "**CVM**") or any applicable securities laws of Brazil, and are not, and will not be, subject to public offering in Brazil. Therefore, the Shares cannot be marketed, offered or sold to the general public in Brazil. Any offers or sales of Shares in violation of the foregoing shall be considered as an irregular public offering of securities in Brazil, and treated by the Company as void.

This Prospectus is highly confidential and has been delivered to an exclusive and restricted group of potential investors who have previous and/or regular business relationship with the Distributor and/or such other persons, firms or companies as may from time to time be appointed as distributor or co-distributor or sub-distributor and/or other entities within their group. This Prospectus is personal to the person to whom it has been delivered and does not constitute a public offering of securities or any sort of investment in Brazil. Distribution of this Prospectus to any person other than the person to whom it has been delivered is unauthorised, and any disclosure of any of its contents is prohibited. Each person to whom this Prospectus has been delivered, by accepting delivery of this Prospectus, agrees to the foregoing and agrees not to make any copies of this Prospectus, in whole or in part.

### **Canada**

The Shares may not be offered or sold, and this Prospectus may not be delivered, in Canada or to a resident of Canada unless and until this Prospectus is accompanied by an appropriate Canadian wrapper. In addition, the Shares may only be offered or sold to qualified investors in Canada, in accordance with the requirements of the securities regulations of the investor's place of residence or domicile.

### **Cayman Islands**

No invitation to the public in the Cayman Islands to subscribe for Shares is permitted to be made unless the Shares are listed on the Cayman Islands Stock Exchange. As at the date of this Prospectus, no such listing is anticipated to be made.

### **Chile**

Fecha de inicio de la oferta: [date of commencement of the offer]

- (a) La presente oferta se acoge a la Norma de Carácter General N° 336 de la Superintendencia de Valores y Seguros de Chile.
- (b) La presente oferta versa sobre valores no inscritos en el Registro de Valores o en el Registro de Valores Extranjeros que lleva la Superintendencia de Valores y Seguros, por lo que los valores sobre los cuales ésta versa, no están sujetos a su fiscalización;
- (c) Que por tratarse de valores no inscritos, no existe la obligación por parte del emisor de entregar en Chile información pública respecto de estos valores; y
- (d) Estos valores no podrán ser objeto de oferta pública mientras no sean inscritos en el Registro de Valores correspondiente.

### **China**

The Shares may not be offered, sold or delivered, directly or indirectly, in the People's Republic of China (excluding Hong Kong, Macau and Taiwan) (the "PRC") unless otherwise permitted by the local laws and regulations. The Shares may only be offered or sold to the PRC investors that are authorised to engage in the purchase of the Shares being offered or sold. PRC investors are responsible for obtaining all relevant government regulatory approvals/licences (if any) by themselves, including, but not limited to, any which may be required from the State Administration of Foreign Exchange and other competent regulatory authorities and complying with all relevant PRC regulations (if applicable), including, but not limited to, any relevant foreign exchange regulations and/or overseas investment regulations.

The Company does not represent that this Prospectus may be lawfully distributed, or that any Shares may be lawfully offered, in compliance with any applicable registration or other requirements in the PRC, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Company which would permit a public offering of any Shares or distribution of this document in the PRC. Accordingly, the Shares are not being offered or sold within the PRC by means of this Prospectus or any other document. Neither this Prospectus nor any advertisement or other offering material may be distributed or published in the PRC, except under circumstances that will result in compliance with any applicable laws and regulations.

### **Colombia**

The Shares have not and will not be marketed, offered, sold or distributed in Colombia or to Colombian residents except in circumstances which do not constitute a public offer of securities in Colombia within the meaning of Article 6.1.1.1.1 of Decree 2555 of 2010, as amended from time to time. Neither the Company nor the Shares will be publicly offered, marketed or negotiated in Colombia through promotional or advertisement activities (as defined under Colombian Law) except in compliance with the requirements of Colombian regulations (especially, Decree 2555 of 2010 issued by the Ministry of Finance and Public Credit, Law 964 of 2005 and Decree 663 of 1993 or the Organic Statute of the Financial System), as amended and restated, and decrees and regulations made thereunder. The Shares have not been registered in the National Securities and Issuers Registry (Registro Nacional de Valores y Emisores) of the Colombian Financial Superintendency (Superintendencia Financiera de Colombia) and the Shares are not intended to be offered publicly in Colombia.

Pursuant to Decree 2555 of 2010, as amended by, amongst others, Decree 2955 of 2010, certain requirements must be met in order for Colombian pension fund administrators to be able to invest in private equity funds established outside Colombia.

There are Colombian laws and regulations (specifically foreign exchange and tax regulations) that may be applicable to any transaction or investment consummated in connection with this Prospectus. The investor bears sole liability for full compliance with any such laws and regulations.

### **Costa Rica**

This Prospectus has been produced for the purpose of providing information about the Shares and will be provided to a maximum of 50 investors per fund in Costa Rica who are Institutional or Sophisticated Investors in accordance with the exemptions established in the Regulations on Public Offers of Values. This Prospectus is made available on the condition that it is for the use only by the recipient and may not be passed onto any other person or be reproduced in any part. The Shares have not been and will not be offered in the course of a public offering or of equivalent marketing in Costa Rica.

The Shares are the product of a private offer, in accordance with the exceptions established in the Regulation on Public Offer of Securities. No collective communication media has been used. The holder acknowledges and accepts the legal and tax regimes that apply to the private offer of securities.

### **Dubai International Financial Centre**

This Prospectus relates to Shares which are not subject to any form of regulation or approval by the Dubai Financial Services Authority ("DFSA"). The DFSA has no responsibility for reviewing or verifying any Prospectus or other documents in connection with the Shares. Accordingly, the DFSA has not approved this Prospectus or any other associated documents nor taken any steps to verify the information set out in this Prospectus, and has no responsibility for it. The Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers should conduct their own due diligence on the Shares. If you do not understand the contents of this document you should consult an authorised financial adviser.

## **Guernsey**

The offer of the Shares described in this Prospectus does not constitute an offer to the public in the Bailiwick of Guernsey for the purposes of the Prospectus Rules 2008 (the "**Rules**") issued by the Guernsey Financial Services Commission (the "**GFSC**"). Neither this Prospectus nor any other offering material relating to the Shares will be distributed or be caused to be distributed to the public in Guernsey. The Rules do not apply to this Prospectus and, accordingly, this Prospectus has not been, nor is it required to be, submitted to or approved or authorised by the GFSC. The Shares will not be regulated by the GFSC. The GFSC has no on-going responsibility to monitor the performance of the Shares or to protect the interests of Shareholders.

To the extent to which any promotion of the Shares is deemed to take place in the Bailiwick of Guernsey, the Shares are only being promoted in or from within the Bailiwick of Guernsey either: (i) by persons licensed to do so under the Protection of the Investors (Bailiwick of Guernsey) Law, 1987 (as amended) (the "**POI Law**"); or (ii) to persons licensed under the POI Law, the Insurance Business (Bailiwick of Guernsey) Law, 2002 (as amended), the Banking Supervision (Bailiwick of Guernsey) Law, 1994 or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000. Promotion is not being made in any other way.

## **Hong Kong**

**W A R N I N G:** The contents of this document have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

This Prospectus has not been approved by the Securities and Futures Commission in Hong Kong and, accordingly: (i) the Shares may not be offered or sold in Hong Kong by means of this Prospectus or any other document other than to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or in other circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 32, Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of the Companies Ordinance; and (ii) no person shall issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Shares which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as set out above).

## **India**

THE SHARES ARE NOT BEING OFFERED TO THE INDIAN PUBLIC FOR SALE OR SUBSCRIPTION BUT ARE BEING PRIVATELY PLACED WITH A LIMITED NUMBER OF SOPHISTICATED PRIVATE AND INSTITUTIONAL INVESTORS. THE SHARES ARE NOT REGISTERED AND/OR APPROVED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE RESERVE BANK OF INDIA OR ANY OTHER GOVERNMENTAL/ REGULATORY AUTHORITY IN INDIA. THIS PROSPECTUS IS NOT AND SHOULD NOT BE DEEMED TO BE A 'PROSPECTUS' AS DEFINED UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013 (18 OF 2013) AND THE SAME SHALL NOT BE FILED WITH ANY REGULATORY AUTHORITY IN INDIA. PURSUANT TO THE FOREIGN EXCHANGE MANAGEMENT ACT, 1999 AND THE REGULATIONS ISSUED THERE UNDER, ANY INVESTOR RESIDENT IN INDIA MAY BE REQUIRED TO OBTAIN PRIOR SPECIAL

PERMISSION OF THE RESERVE BANK OF INDIA BEFORE MAKING INVESTMENTS OUTSIDE OF INDIA, INCLUDING ANY INVESTMENT IN THE COMPANY. THE COMPANY HAS NEITHER OBTAINED ANY APPROVAL FROM THE RESERVE BANK OF INDIA OR ANY OTHER REGULATORY AUTHORITY IN INDIA NOR DOES IT INTEND TO DO SO AND HENCE ANY ELIGIBLE INVESTOR WHO IS RESIDENT OF INDIA WILL BE ENTIRELY RESPONSIBLE FOR DETERMINING ITS ELIGIBILITY TO INVEST IN THE SHARES IN THE COMPANY.

## Indonesia

The Shares have not been offered or sold and will not be offered or sold in Indonesia or to Indonesian nationals, corporations or Indonesian citizens under the Indonesian Capital Markets Law (Law No.8/1995), wherever they are domiciled or to Indonesian residents, including by way of invitation, offering or advertisement, and neither this Prospectus nor any other offering materials relating to the Shares have been distributed, or will be distributed, in Indonesia or to Indonesian nationals, corporations or residents, in a manner which constitutes a public offering of the Shares under the laws or regulations of the Republic of Indonesia.

## Israel

Neither this Prospectus nor the Application Form attached hereto constitutes a prospectus within the meaning of the Israeli Securities Law, 1968 ("**Israeli Securities Law**"), and none of them have been approved by the Israeli Securities Authority. A prospectus has not been prepared or filed, and will not be prepared or filed with the Israeli Securities Authority in connection with the offer of the Shares under this Prospectus and Application Form.

Neither the Prospectus nor this Application Form constitutes an offer or sale of Securities and/or Units to the general public in the State of Israel, as such terms are defined in the Israeli Securities Law and the Israeli Joint Investment Trust Law, 1994 ("**Israeli Joint Investment Trust Law**"), respectively.

The Shares are being offered only to special types of investors that are listed in the First Supplement of the Israeli Securities Law ("**Special Investors**"), and which have provided their prior written confirmation that they comply with the eligibility criteria set forth therein to be treated as Special Investors, are aware of the meaning of being treated as Special Investors, and consent to be treated as such. The term "Special Investors" shall include: A Mutual Trust Fund, as defined under the Israeli Joint Investment Trust Law, or a trust fund manager; a Provident Fund, as defined under the Israeli Supervision of Financial Services (Provident Funds) Law, 5765-2005, or a company managing a Provident Fund; an Insurer as defined under the Israeli Law of Supervision of Insurance Business, 1981; a Banking Corporation and an Auxiliary Corporations as defined under the Israeli Banking Law (License), 1981 ("**Israeli Banking Law**") (except for a company licensed as a Joint Services Company under the Israeli Banking Law), purchasing Shares for their own account and/or for investors which are considered as Special Investors; an entity which is licensed to render Portfolio Management services under the Regulation of Investment Advice, Investment Marketing and Portfolio Management Law, 1995 ("**Israeli Advice Law**") (provided that such entity is purchasing Shares for its own account and for clients who are considered, by themselves, as Special Investors); an entity which is licensed to render Investment Advice and/or Investment Marketing services, under the Israeli Advice Law (purchasing Shares for its own account); a member of the Tel-Aviv Stock Exchange (purchasing Shares for its own account, and/or for clients which are considered, by themselves, as Special Investors); a certain type of underwriter which complies with certain eligibility conditions set forth in Section 56(c) of the Israeli Securities Law (purchasing Shares for its own account); a venture capital fund which is primarily engaged in investment in corporations, which, at the time of its investment, was engaged mainly in research and development activities or in the manufacture of innovative and know-how based products or processes, which involve a relatively high risk; a corporation fully owned by Special Investors; a corporation (with the exception of a corporation incorporated for the purpose of purchasing securities in a certain offer) whose equity capital is in excess of 50 million NIS; and/or an individual, purchasing the Shares for her/his own account, with respect to whom two of the three following conditions are fulfilled: (i) the total value of her/his cash, deposits, financial assets and securities as defined under Section 52 of the Israeli Securities Law exceeds 12 million NIS; (ii) she/he has expertise and capabilities in the capital market field or was employed for at least one (1) year in a professional position which requires expertise in the capital market; and (iii) had performed at least

thirty (30) transactions (except for transactions performed by an entity licensed under the Israeli Investment Advice Law to render Portfolio Management services for such individuals).

This Prospectus and the Application Form may not be reproduced or used for any other purpose, nor be furnished to any other person other than those to whom copies have been sent by the Company and/or its authorised representatives of the Company. Any offeree who purchases Shares is purchasing such Shares for its own benefit and account and not with the aim or intention of distributing or offering such Shares to other parties. Nothing in this Prospectus and/or in the Application Form shall be considered as render of Investment Advice, Investment Marketing and/or Portfolio Management services, or an Offer to Render Investment Advice, Investment Marketing and/or Portfolio Management Services, as such terms are defined under the Investment Advice Law. Potential investors are encouraged to seek competent investment advice from an Israeli entity licensed under the Investment Advice Law to render Investment Advice and/or Investment Marketing services prior to making the investment.

## **Japan**

The Shares have not been and will not be registered for a public offering in Japan pursuant to Article 4, paragraph 1 of the Financial Instruments and Exchange Law (the "**FIEL**"). The Shares may not be offered or sold, directly or indirectly, in Japan or to or for the benefit of any resident of Japan or to others for reoffering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements for the FIEL and otherwise in compliance with such law and other relevant laws and regulations. As used in this paragraph, "resident of Japan" means a natural person having his place of domicile or residence in Japan, or a juridical person having its main office in Japan as defined in Item 5, Paragraph 1, Article 6 of the Foreign Exchange and Trade Law of Japan (Law No. 228 of 1949).

## **Jersey**

Consent under the Control of Borrowing (Jersey) Order 1958 (the "**COB Order**") has not been obtained for the circulation of this Prospectus. Accordingly, the offer that is the subject of this Prospectus may only be made in Jersey where such offer is not an offer to the public (as defined in the COB Order) or where the offer is valid in the United Kingdom or Guernsey and is circulated in Jersey only to persons similar to those to whom, and in a manner similar to that in which, it is for the time being circulated in the United Kingdom or Guernsey as the case may be. The Directors may, but are not obliged to, apply for such consent in the future.

## **Kenya**

The offer of the Shares does not constitute an offer to the public within the meaning of section 57 of the Companies Act (Chapter 486, laws of Kenya) (the "**CA**") or an offer of securities to the public within the meaning of regulation 5(1) of The Capital Markets (Securities) (Public Offers, Listing and Disclosures) Regulation, 2002 as amended by The Capital Markets (Securities) (Public Offers, Listing and Disclosures) (Amendment) Regulations, 2008 (the "**Regulations**"). The Company and its local distributors and the investors to whom this Prospectus is provided will agree that the Shares may not be offered or sold directly or indirectly to the public or otherwise in Kenya.

In accordance with the CA and the Regulations, this Prospectus and the offer of the Shares have not been and will not be approved by the Capital Markets Authority in Kenya and will not be delivered to the Registrar of Companies or the Capital Markets Authority in Kenya for registration.

## **Lebanon**

Neither this Prospectus nor the accompanying Application Form constitutes or forms part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares in the Company in the Lebanese territory, nor shall it (or any part of it), nor the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The Shares have not been, and will not be, authorised or licensed by the Central Bank of Lebanon (the "**CBL**") and the Shares cannot be marketed and sold in Lebanon. No public offering of the

Shares is being made in Lebanon and no mass-media means of contact are being employed. This Prospectus is aimed at institutions and sophisticated, high net worth individuals only, and this Prospectus will not be provided to any person in Lebanon except upon the written request of such person.

The Shares may not be sold or transferred except as permitted by the Company and will be subject to significant restrictions upon transfer.

Recipients of this Prospectus should pay particular attention to the disclosure under the heading "Certain Investment Risks" in this Prospectus. Investment in the Shares is suitable only for sophisticated investors with the financial ability and willingness to accept the risks and lack of liquidity associated with such an investment, and said investors must be prepared to bear those risks for an extended period of time.

## **Malaysia**

No approval from the Securities Commission of Malaysia is or will be obtained, nor will any prospectus be filed or registered, nor this Prospectus deposited as an information memorandum, with the Securities Commission of Malaysia for the offering of the Shares in Malaysia. This Prospectus neither constitutes nor is intended to constitute an invitation or offer for subscription or purchase of the Shares to any person in Malaysia. The Shares may not be offered or sold or made available to any person in Malaysia. Neither this Prospectus nor any other offering material or document relating to the Shares may be published or distributed, directly or indirectly, to any person in Malaysia.

## **Mexico**

The Shares are not authorised to be publicly offered in Mexico. The Shares have not been and will not be registered with the Registro Nacional de Valores (the "**National Securities Registry**") maintained by the Comision Nacional Bancaria y de Valores (the "**National Banking and Securities Commission**", or "**CNBV**"), and may not be offered or sold publicly, or otherwise be the subject of brokerage activities in Mexico, except pursuant to a private placement exemption pursuant to article 8 of the Ley del Mercado de Valores, as amended (the "**Mexican Securities Market Law**").

The information contained in this Prospectus is exclusively the responsibility of the Company and has not been reviewed or authorised by the CNBV. In making an investment decision, all investors, including any Mexican investors who may acquire shares from time to time, must rely on their own review of this Prospectus, the Company, the Manager as well as their investment regime and applicable taxes.

## **New Zealand**

This Prospectus is not a product disclosure statement for the purposes of the Financial Markets Conduct Act 2013 (the "**FMCA**") and does not contain all the information typically included in such offering documentation.

This offer of Shares in the Company does not constitute a "regulated offer" for the purposes of the FMCA and, accordingly, there is neither a product disclosure statement nor a register entry available in respect of the offer. The Shares in the Company may only be offered in New Zealand in accordance with the FMCA and the Financial Markets Conduct Regulations 2014.

## **Panama**

The Shares have not been and will not be registered with the Security Market Superintendence of the Republic of Panama under Decree Law N°1 of July 8, 1999, as amended by Law 67 of September 1, 2011 (the "**Panamanian Securities Act**") and its Shares may not be publicly offered or sold within the Republic of Panama, except in certain limited private offerings exempt from the registration requirements of the Panamanian Securities Act. The Shares do not benefit from the tax incentives provided by the Panamanian Securities Act and are not subject to regulation or supervision by the Security Market Superintendence of the Republic of Panama.

## Peru

The Shares have not been, nor will they be, registered or qualified under the Peruvian Securities Act, as amended. Thus, except with respect to Peruvian Qualified Investors (as defined below), the Shares may not be offered, sold, transferred or delivered directly or indirectly in Peru or to any Peruvian person. Any sales or transfers of Shares in violation of the abovementioned shall be prohibited and treated as null and void, unless the Shares are listed on the Peruvian Stock Exchange under the regulations provided by the Peruvian Securities Act. As of the date of this Prospectus, no such listing is anticipated.

In accordance with the applicable Peruvian regulations contemplated in the Peruvian Securities Law the following entities and individuals qualify as "**Peruvian Qualified Investors**" for the purposes of this Prospectus: (i) banks, finance entities and insurance companies, broker dealers, private pension funds, investment funds, mutual funds and foreign entities that carry out similar activities; (ii) the Public Pension Fund (Oficina de Normalización Previsional), the Public Health Services Entities (EsSalud) and securitization companies; (iii) entities considered as "Qualified Institutional Buyers" under Rule 144-A of the US Securities and Exchange Commission; (iv) other financial entities under the surveillance of the Superintendence of Banking, Insurance and Private Pension Securities Managers; (v) public or private entities engaged in the investment in securities on a regular basis (in the case of private entities, their net worth should be equal to or greater than PEN 750,000.00); (vi) natural persons whose individual net worth, or joint net worth with that person's spouse, at the time of his purchase is equal to or greater than PEN 2,000,000.00, and who had individual net income or joint net income with that person's spouse, equal to or greater than PEN 750,000.00 during the past three (3) years prior to the purchase; (vii) officers and managers of the aforementioned entities; (viii) any corporation in which all of the equity owners are one of the aforementioned persons; and (ix) securities or trusts managed by the aforementioned persons, when they take the investment decisions, if the net worth of said funds or trusts is equal to or greater than PEN 400,000.00.

## Philippines

THE SECURITIES BEING OFFERED FOR SALE OR SOLD HEREIN (THE "**SHARES**") HAVE NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION ("**SEC**") OF THE PHILIPPINES UNDER THE SECURITIES REGULATION CODE ("**SRC**"). ANY FUTURE OFFER TO SELL OR SALE OF THE SECURITIES IS SUBJECT TO THE REGISTRATION REQUIREMENTS UNDER THE SRC UNLESS SUCH OFFER TO SELL OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.

The Shares do not relate to an investment company registered with the SEC pursuant to Republic Act No. 2629 or the Investment Company Act. Hence, the Shares are not authorised nor recognised by the SEC and the Shares are not allowed to be sold or be offered for sale to the retail public in the Philippines. The Company has not secured the written confirmation of the SEC that the sale or offer for sale of the Shares in the Philippines is exempt from the registration requirements under the SRC. The Company will comply with all applicable selling and distribution restrictions of the SEC.

The distribution of this Prospectus and the sale or offering for sale of the Shares in the Philippines is not subject to the registration requirements under the SRC and will qualify as an exempt transaction under Section 10.1 (I) of the SRC, if the Shares will be sold or offered for sale only to qualified individual and institutional buyers. The qualified individual and institutional buyers should be registered with a registrar authorised by the SEC and said buyers should possess the qualifications provided under SEC Memorandum Circular No. 6, Series of 2007. If you are not such a qualified individual or institutional buyer, please be guided accordingly by consulting with your legal and financial adviser.

Pursuant to SRC Rule 10.1, a notice of exemption in the form of SEC Form 10-1 shall be filed by the Company with the SEC after the sale of the Shares in accordance with the rules of the SEC.

## Russian Federation

No Shares have been offered or sold or transferred or otherwise disposed of, or will be offered or sold or transferred or otherwise disposed of (as part of their initial distribution or at any time thereafter) to or

for the benefit of any persons (including legal entities) resident, incorporated, established or having their usual residence in the Russian Federation or to any person located within the territory of the Russian Federation unless and to the extent otherwise permitted under Russian law.

Since neither the issue of the Shares nor a securities prospectus in respect of the Shares has been, or is intended to be, registered with the Federal Service for Financial Markets of the Russian Federation, the Shares are not eligible for initial offering or public circulation in the Russian Federation and may not be offered in the Russian Federation in any way other than to Russian "qualified investors" (as defined under Russian law) in a manner that does not constitute "advertisement", "placement" or "public circulation" (as defined under Russian law) of the Shares in the Russian Federation.

Information set forth in this Prospectus is not an offer, advertisement or invitation to make offers, to sell, exchange or otherwise transfer the Shares in the Russian Federation or to or for the benefit of any Russian person or entity.

### **Saudi Arabia**

This Prospectus includes information given in compliance with the Investment Fund Regulations (the "**Regulations**"). This Prospectus may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Regulations. It should not be distributed to any other person, or relied upon by any other person. The Capital Market Authority does not take any responsibility for the contents of the Prospectus, does not make any representation as to its accuracy or completeness, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Prospectus. Prospective purchasers of the securities offered hereby should conduct their own due diligence on the accuracy of the information relating to the securities. If you do not understand the contents of this document you should consult an authorized financial adviser.

### **Singapore**

Information for investors in Singapore in relation to marketing and relevant selling restrictions will be contained in a separate information memorandum, which will serve as a country supplement to be provided with the Prospectus when marketing the Company to any investors in Singapore.

### **South Africa**

The Company is a collective investment scheme as defined in the Collective Investment Schemes Control Act, 2002 (**CISCA**). The Company has not been approved as a foreign collective investment scheme in South Africa and therefore in terms of the CISCA the Shares may not be solicited to members of the public in South Africa, which includes: (a) members of any section of the public, whether selected as clients, members, shareholders, employees or ex-employees of the person issuing an invitation to acquire a participatory interest in a collective investment scheme; and (b) a financial institution regulated by any law, but excludes persons confined to a restricted circle of individuals with a common interest who receive the invitation in circumstances which can properly be regarded as a domestic or private business venture between those persons and the person issuing the invitation.

Furthermore, a copy of the Company's Memorandum of Association, and a list of the names and addresses of its Directors, has not been filed with the Companies and Intellectual Property Commission in South Africa. Nor has this Prospectus been registered in South Africa. Accordingly, in terms of the Companies Act 2008, no Shares under this Prospectus shall be offered to the public in South Africa, which includes an offer of the Shares to any section of public, whether selected: (a) as holders of the Shares; (b) as clients of the person issuing the Prospectus; (c) as the holders of any particular class of property; or (d) in any other manner, but does not include an offer made, inter alia, in the following circumstances:

- (i) if the offer is made only to: (A) persons whose ordinary business, or part of whose ordinary business, is to deal in securities, whether as principals or agents; (B) the Public Investment Corporation as defined in the Public Investment Corporation Act, 2004; (C) a person or entity regulated by the Reserve Bank of South Africa; (D) an authorised financial services provider, as defined in the Financial Advisory and Intermediary Services Act, 2002; (E) a financial institution, as defined in the Financial Services Board Act, 1990; (F) a wholly-owned subsidiary of a person



contemplated in subparagraph (C), (D) or (E), acting as agent in the capacity of an authorised portfolio manager for a pension fund registered in terms of the Pension Funds Act, 1956, or as manager for a collective investment scheme registered in terms of CISC; or (G) any combination of persons contemplated in paragraphs (A) to (F);

- (ii) if the total contemplated acquisition cost of the securities, for any single addressee acting as principal, is equal to or greater than the amount prescribed in terms of subsection 96(2) (a) of the Companies Act 2008 (being R1 million as at the date of this Prospectus).

### **South Korea**

Neither the Company nor the the Investment Manager is making any representation with respect to the eligibility of any recipients of this Prospectus to acquire the Shares therein under the laws of Korea, including but without limitation the Foreign Exchange Transaction Act and Regulations thereunder. The Shares have not been registered under the Financial Investment Services and Capital Markets Act of Korea, and none of the Shares may be offered, sold or delivered, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to applicable laws and regulations of Korea.

### **Switzerland**

Several but not all of the Portfolios of the Company have been registered with the Swiss Financial Markets Supervisory Authority ("**FINMA**"). The Extract Prospectus for Switzerland provides for an exhaustive list of those Portfolios which are registered with FINMA. Distribution of the Portfolios and their Shares which are not registered with FINMA in and from Switzerland is not permitted and these Portfolios and Shares are offered in Switzerland exclusively to qualified investors pursuant to article 10 para 3 lit. a or b of the Collective Investment Schemes Act ("**CISA**"), its Ordinances ("**CISO**" and "**CISO-FINMA**") and FINMA's Circular 2013/9 on Distribution of Collective Investment Schemes. For distribution purposes in Switzerland, only the Extract Prospectus for Switzerland shall be used, other prospectus versions shall neither be distributed, made available nor disclosed to investors which are not qualified investors per article 10 para 3 lit a or b CISA in Switzerland."

### **Taiwan**

The Shares have not been and will not be registered with the Financial Supervisory Commission of Taiwan, the Republic of China pursuant to relevant securities laws and regulations and may not be offered, distributed, or sold in Taiwan, the Republic of China through a public offering or in circumstances which constitute an offer within the meaning of the Securities and Exchange Law of Taiwan, the Republic of China that requires a registration or approval of the Financial Supervisory Commission of Taiwan, the Republic of China.

### **Thailand**

The Shares are not authorised by the Securities and Exchange Commission and the Prospectus has not been approved by or filed with the Securities and Exchange Commission or any other regulatory authority of the Kingdom of Thailand. Accordingly, the Shares may not be offered or sold, or this Prospectus distributed, directly or indirectly, to any person in Thailand except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the Thai government and regulatory authorities in effect at the relevant time.

### **Trinidad and Tobago**

The Shares are not authorised by the Securities and Exchange Commission and the Prospectus has not been approved by or filed with the Securities and Exchange Commission or any other regulatory authority in Trinidad and Tobago. Accordingly, the Shares may not be offered or sold, or this Prospectus distributed, directly or indirectly, to any person in Trinidad and Tobago except to market actors registered under the Securities Industry Act and in compliance with the Securities Industry Act and its Regulations.

### **UNITED ARAB EMIRATES RESIDENTS**

This document and the information contained herein, does not constitute, and is not intended to constitute, a public offer of securities in the United Arab Emirates and accordingly should not be construed as such. The Shares are only being offered to a limited number of sophisticated investors in the UAE who (a) are willing and able to conduct an independent investigation of the risks involved in an investment in such Shares, and (b) upon their specific request. The Shares have not been approved by or licensed or registered with the UAE Central Bank, the Securities and Commodities Authority or any other relevant licensing authorities or governmental agencies in the UAE. The document is for the use of the named addressee only and should not be given or shown to any other person (other than employees, agents or consultants in connection with the addressee's consideration thereof). No transaction will be concluded in the UAE and any enquiries regarding the Shares should be made to the local distributor.

### **United States**

No Shares shall be issued in the US or to any US Person unless the Directors otherwise approve in their sole discretion and applicable US disclosures are made prior to such approval.

The Shares have not been, nor will they be, registered or qualified under the Securities Act, or any applicable securities laws of any state or other political sub divisions of the United States of America. The Shares may not be offered, sold, transferred or delivered directly or indirectly in the US or to any US Person unless otherwise approved by the Directors in their sole discretion. Any sales or transfers of Shares in violation of the foregoing shall be prohibited and treated by the Fund as void. All applicants and transferees of Shares must complete an Application Form which confirms, among other things, that a purchase or a transfer of Shares would not result in a sale or transfer to a person or an entity which is a US Person unless otherwise approved by the Directors.

To the extent Shares are offered and sold within the United States or to or for the account or benefit of persons who are "US Persons" within the meaning of Regulation S under the Securities Act ("Regulation S"), such offers and sales will be made in transactions exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act, Rule 506(b) thereunder and the provisions of Regulation S. None of the U.S. Securities and Exchange Commission, the U.S. Commodity Futures Trading Commission, the securities regulatory authority of any state of the United States or the security regulatory authority of any other jurisdiction has passed upon the value of the Shares, made any recommendations as to their purchase, approved or disapproved this offering, or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

### **Uruguay**

The Shares have not been registered with the Central Bank of Uruguay and will be offered in Uruguay only through private offering. In addition, the Company was not established under the system provided for in Law 16,774 of September 27, 1996 (Investment Funds Act).

### **Venezuela**

Under exchange control and securities regulations in effect in Venezuela, the Shares may not be offered to, nor traded with, any individual or entity in Venezuelan territory. Venezuelan investors (whether individuals or entities) may acquire the Shares outside Venezuelan territory.

**APPENDIX V**  
**DELEGATES AND SUB-DELEGATES OF THE DEPOSITARY**

<b>Country/Market</b>	<b>Subcustodian</b>	<b>Address</b>
<b>Argentina</b>	Citibank N.A., Argentina * * On March 27, 2015, the Comisión Nacional de Valores (CNV: National Securities Commission) has appointed the central securities depository Caja de Valores S.A. to replace the branch of Citibank N.A. Argentina for those activities performed within the capital markets and in its role as custodian.	Bartolome Mitre 502/30  (C1036AAJ) Buenos Aires, Argentina
<b>Australia</b>	National Australia Bank Limited	12th Floor, 500 Bourke Street, Melbourne Victoria 3000, Australia
<b>Austria</b>	Citibank N.A. Milan	Via Mercanti, 12 20121 Milan Italy
<b>Bahrain</b>	HSBC Bank Middle East Limited	2nd Floor, Building No 2505, Road No 2832, Al Seef 428, Bahrain
<b>Bangladesh</b>	The Hongkong and Shanghai Banking Corporation Limited	Management Office, Shanta Western Tower, Level 4, 186 Bir Uttam Mir Shawkat Ali Shorok, (Tejgaon Gulshan Link Road) Tejgaon Industrial Area, Dhaka 1208, Bangladesh
<b>Belgium</b>	Citibank International Limited	Citigroup Centre Canada Square, Canary Wharf London E14 5LB United Kingdom
<b>Bermuda</b>	HSBC Bank Bermuda Limited	Custody and Clearing Department 6 Front Street Hamilton Bermuda HM11
<b>Botswana</b>	Stanbic Bank Botswana Limited	Plot 50672, Fairground Office Park Gaborone, Botswana
<b>Brazil</b>	Citibank N.A., Brazil	Citibank N.A. Avenida Paulista, 1111 – 12th floor Cerqueira Cesar – Sao Paulo, Brazil CEP: 01311-920

<b>Bulgaria</b>	Citibank Europe plc, Bulgaria Branch	48 Sitnyakovo Blvd Serdika Offices, 10th floor Sofia 1505, Bulgaria
<b>Canada</b>	CIBC Mellon Trust Company (CIBC Mellon)	320 Bay Street Toronto, Ontario, M5H 4A6 Canada
<b>Cayman Islands</b>	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
<b>Chile</b>	Banco de Chile	Estado 260 2nd Floor Santiago, Chile Postal code 8320204
<b>China</b>	HSBC Bank (China) Company Limited	33 Floor, HSBC Building, Shanghai ifc 8 Century Avenue, Pudong Shanghai, China (200120)
<b>Colombia</b>	Cititrust Colombia S.A. Sociedad Fiduciaria	Carrera 9A No 99-02 Piso 3 Bogota D.C., Colombia
<b>Costa Rica</b>	Banco Nacional de Costa Rica	1st and 3rd Avenue, 4th Street San José, Costa Rica
<b>Croatia</b>	Privredna banka Zagreb d.d.	Radnicka cesta 50 10 000 Zagreb Croatia
<b>Cyprus</b>	BNP Paribas Securities Services S.C.A., Athens	94 V. Sofias Avenue & 1 Kerasountos 115 28 Athens Greece
<b>Czech Republic</b>	Citibank Europe plc, organizacni slozka	Bucharova 2641/14 158 02 Prague 5, Czech Republic
<b>Denmark</b>	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
<b>Egypt</b>	HSBC Bank Egypt S.A.E.	306 Corniche El Nil, Maadi, Cairo, Egypt
<b>Estonia</b>	SEB Pank AS	Tornimäe Str. 2 15010 Tallinn Estonia
<b>Finland</b>	Finland Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
<b>France</b>	BNP Paribas Securities Services S.C.A.	Office Address: Les Grands Moulins de Pantin – 9 rue du Débarcadère 93500 Pantin, France  Legal address: 3 rue d'Antin, 75002 Paris, France

<b>Germany</b>	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany
<b>Ghana</b>	Stanbic Bank Ghana Limited	Stanbic Heights, Plot No. 215 South Liberation RD, Airport City, Cantonments, Accra, Ghana
<b>Greece</b>	BNP Paribas Securities Services S.C.A., Athens	94 V. Sofias Avenue & 1 Kerasountos 115 28 Athens Greece
<b>Hong Kong</b>	The Hongkong and Shanghai Banking Corporation Limited	1, Queen's Road, Central Hong Kong
<b>Hungary</b>	Citibank Europe plc. Hungarian Branch Office	Szabadság tér 7 1051 Budapest Hungary
<b>Iceland</b>	Landsbankinn hf.	Austurstraeti 11 155 Reykjavik Iceland
<b>India</b>	Deutsche Bank AG	4th Floor, Block I, Nirlon Knowledge Park, W.E. Highway Mumbai - 400 063, India
<b>Indonesia</b>	Deutsche Bank AG	7th Floor, Deutsche Bank Building Jl. Imam Bonjol No.80, Jakarta – 10310, Indonesia
<b>Ireland</b>	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
<b>Israel</b>	Bank Hapoalim B.M.	50 Rothschild Blvd Tel Aviv 66883 Israel
<b>Italy</b>	Citibank N.A. Milan	Via Mercanti 12 20121 Milan Italy
<b>Japan</b>	Mizuho Bank, Ltd.	4-16-13, Tsukishima, Chuo-ku, Tokyo 104- 0052 Japan
<b>Japan</b>	The Bank of Tokyo-Mitsubishi UFJ, Ltd.	1-3-2, Nihombashi Hongoku-cho, Chuo-ku, Tokyo 103-0021, Japan
<b>Jordan</b>	Standard Chartered Bank	1 Basinghall Avenue London, EC2V5DD, England
<b>Kazakhstan</b>	Joint-Stock Company Citibank Kazakhstan	Park Palace Building A, 41 Kazybek Bi Street, Almaty, Kazakhstan

<b>Kenya</b>	CfC Stanbic Bank Limited	First Floor, CfC Stanbic Centre P.O. Box 72833 00200 Chiromo Road, Westlands, Nairobi, Kenya
<b>Kuwait</b>	HSBC Bank Middle East Limited, Kuwait	Hamad Al-Saqr St., Qibla Area, Kharafi Tower, G/1/2 P.O. Box 1683, Safat 13017, Kuwait
<b>Latvia</b>	AS SEB banka	Meistaru iela 1 Valdlauci Kekavas pagasts, Kekavas novads LV-1076 Latvia
<b>Lebanon</b>	HSBC Bank Middle East Limited – Beirut Branch	Lebanon Head Office Minet EL-Hosn, P.O. Box: 11-1380 Beirut, Lebanon
<b>Lithuania</b>	AB SEB bankas	12 Gedimino Av. LT-01103 Vilnius Lithuania
<b>Luxembourg</b>	Euroclear Bank	1 Boulevard du Roi Albert II B-1210 Brussels - Belgium
<b>Malaysia</b>	Deutsche Bank (Malaysia) Berhad	Level 20, Menara IMC No 8 Jalan Sultan Ismail 50250 Kuala Lumpur, Malaysia
<b>Malta</b>	The Bank of New York Mellon SA/NV, Asset Servicing, Niederlassung Frankfurt am Main	Friedrich-Ebert-Anlage, 49 60327 Frankfurt am Main Germany
<b>Mauritius</b>	The Hongkong and Shanghai Banking Corporation Limited	5th Floor, HSBC Centre, 18 Cybercity, Ebene, Mauritius
<b>Mexico</b>	Banco Nacional de México S.A.	Isabel la Catolica No. 44 Colonia Centro Mexico, D.F. C.P. 06000
<b>Morocco</b>	Citibank Maghreb	Zenith Millenium, Immeuble 1 Sidi Maarouf, B.P. 40 20190 Casablanca Morocco
<b>Namibia</b>	Standard Bank Namibia Limited	N2nd Floor, Standard Bank Centre, Town Square Corner of Post Street Mall and Werner List Street Windhoek, Namibia

<b>Netherlands</b>	The Bank of New York Mellon SA/NV	Rue Montoyer, 46 1000 Brussels Belgium
<b>New Zealand</b>	National Australia Bank Limited	12th Floor, 500 Bourke Street, Melbourne Victoria 3000, Australia
<b>Norway</b>	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
<b>Oman</b>	HSBC Bank Oman S.A.O.G.	2nd Floor, Head Office Building, P.O. Box 1727, Al Khuwair, Postal Code 111, Sultanate of Oman
<b>Pakistan</b>	Deutsche Bank AG	242-243, Avari Plaza, Fatima Jinnah Road Karachi – 75330, Pakistan
<b>Peru</b>	Citibank del Peru S.A.	Avenida Canaval y Moreyra, 480, 3rd floor Lima 27, Peru
<b>Philippines</b>	Deutsche Bank AG	23rd Floor, Tower One & Exchange Plaza, Ayala Triangle, Ayala Avenue, 1226 Makati City Philippines
<b>Poland</b>	Bank Polska Kasa Opieki S.A.	53/57 Grzybowska Street 00-950 Warszawa
<b>Portugal</b>	Citibank International Limited, Sucursal em Portugal	Rua Barata Salgueiro, 30 1269-056 Lisbon Portugal
<b>Qatar</b>	HSBC Bank Middle East Limited, Doha	2nd Floor, Ali Bin Ali Tower, Building no: 150, Al Matar Street (Airport Road) P.O. Box 57, Street no. 950, Umm Ghuwalina Area, Doha, Qatar
<b>Romania</b>	Citibank Europe plc, Romania Branch	145, Calea Victoriei 010072 Bucharest Romania
<b>Russia</b>	Deutsche Bank Ltd	82 Sadovnicheskaya Street, Building 2 115035 Moscow, Russia
<b>Saudi Arabia</b>	HSBC Saudi Arabia Limited	HSBC Building, 7267 Olaya Road, Al-Murooj Riyadh 12283-22555, Kingdom of Saudi Arabia
<b>Serbia</b>	UniCredit Bank Serbia JSC	Rajiceva Street 27-29, 11000 Belgrade, Serbia
<b>Singapore</b>	DBS Bank Ltd	12 Marina Boulevard Marina Bay Financial Centre Tower 3 Singapore 018982
<b>Slovak Republic</b>	Citibank Europe plc, pobočka zahraničnej banky	Mlynske Nivy 43 825 01 Bratislava, Slovak Republic

<b>Slovenia</b>	UniCredit Banka Slovenia d.d.	Smartinska 140, 1000 - Ljubljana, Slovenia
<b>South Africa</b>	The Standard Bank of South Africa Limited	9th Floor 5 Simmonds Street Johannesburg 2001, South Africa
<b>South Korea</b>	The Hongkong and Shanghai Banking Corporation Limited	5th Floor, HSBC Building, 37, Chilpae-ro, Jung-Gu, Seoul, Korea, 100-161
<b>Spain</b>	Banco Bilbao Vizcaya Argentaria, S.A.	Plaza San Nicolás, 4 48005 Bilbao Spain
<b>Sri Lanka</b>	The Hongkong and Shanghai Banking Corporation Limited	24 Sir Baron Jayathilake Mawatha Colombo 01, Sri Lanka
<b>Swaziland</b>	Standard Bank Swaziland Limited	Standard House, Swazi Plaza Mbabane, Swaziland
<b>Sweden</b>	Skandinaviska Enskilda Banken AB (Publ)	Kungsträdgårdsgatan 8 106 40 Stockholm - Sweden
<b>Switzerland</b>	Credit Suisse AG	Paradeplatz 8 8070 Zurich Switzerland
<b>Taiwan</b>	HSBC Bank (Taiwan) Limited	16th floor, Building G, No. 3-1 Park Street Taipei 115, Taiwan
<b>Thailand</b>	The Hongkong and Shanghai Banking Corporation Limited	Level 5, HSBC Building, 968 Rama IV Road, Bangrak Bangkok 10500, Thailand
<b>Tunisia</b>	Banque Internationale Arabe de Tunisie	70-72, Avenue Habib Bourguiba 1080 Tunis Tunisia
<b>Turkey</b>	Deutsche Bank A.S.	Esentepe Mahallesi Büyükdere Caddesi Tekfen Tower No:209 K:17 Sisli TR-34394-Istanbul, Turkey
<b>Uganda</b>	Stanbic Bank Uganda Limited	Plot 17 Hannington Road Short Tower- Crested Towers P.O. Box 7131, Kampala, Uganda
<b>Ukraine</b>	Public Joint Stock Company "Citibank"	16G Dilova Street 03150 Kiev Ukraine
<b>U.A.E.</b>	HSBC Bank Middle East Limited, Dubai	Emaar Square, Building 5, Level 4 PO Box 502601 Dubai, United Arab Emirates
<b>U.K.</b>	Depository and Clearing Centre (DCC) Deutsche Bank AG, London Branch	Winchester House 1 Great Winchester Street London EC2N 2DB United Kingdom



<b>U.K.</b>	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
<b>U.S.A.</b>	The Bank of New York Mellon	1 Wall Street New York, NY 10286 United States
<b>Uruguay</b>	Banco Itaú Uruguay S.A.	Dr. Luis Bonavita 1266 Toree IV, Piso 10 CP 11300 Montevideo, Uruguay
<b>Venezuela</b>	Citibank N.A., Sucursal Venezuela	Av. Casanova, Centro Comercial El Recreo Torre Norte, Piso 19 Sabana Grande, Caracas 1050 D.C. Venezuela
<b>Vietnam</b>	HSBC Bank (Vietnam) Ltd	The Metropolitan, 235 Dong Khoi Street District 1, Ho Chi Minh City, Vietnam
<b>Zambia</b>	Stanbic Bank Zambia Limited	Stanbic House, Plot 2375, Addis Ababa Drive P.O Box 31955 Lusaka, Zambia
<b>Zimbabwe</b>	Stanbic Bank Zimbabwe Limited	59 Samora Machel Avenue, Harare, Zimbabwe



The directors of Man Funds VI plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MAN FUNDS VI PLC**

### **SUPPLEMENT IN RESPECT OF THE MAN AHL PORTFOLIOS**

#### **MAN AHL MULTI STRATEGY ALTERNATIVE**

#### **MAN AHL DIRECTIONAL EQUITIES ALTERNATIVE**

#### **MAN AHL TARGETRISK**

#### **MAN AHL VOLATILITY ALTERNATIVE**

(Portfolios of Man Funds VI plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

#### **INVESTMENT MANAGER**

#### **AHL PARTNERS LLP**

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The Investment Manager is a member of Man Group plc.

This Supplement is dated 3 January 2018 and forms part of, and should be read in the context of, and together with the Prospectus dated 3 January 2018, as may be amended from time to time (the “Prospectus”), in relation to Man Funds VI plc (the “Company”) and contains information relating to Man AHL Multi Strategy Alternative, Man AHL Directional Equities Alternative, Man AHL TargetRisk and Man AHL Volatility Alternative (each a “Man AHL Portfolio” and together the “Man AHL Portfolios”) which are separate portfolios of the Company, which issue the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## INDEX

### Page No

Important Information.....	1
The Investment Manager.....	3
Portfolio Specific Information .....	5
Man AHL Multi Strategy Alternative .....	11
Man AHL Directional Equities Alternative .....	17
Man AHL TargetRisk .....	22
Man AHL Volatility Alternative.....	27
Subscriptions .....	33
Redemption of Shares.....	34
Fees and Expenses .....	35
Distribution Policy .....	38
Stock Exchange Listing .....	39
The Prospectus.....	41

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## IMPORTANT INFORMATION

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Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the “**Central Bank**”) as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the “**Prospectus**”), which sets out general information in relation to the Company and specific information in relation to certain other Portfolios offered by the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “*Company’s Liabilities*” under the section of the Prospectus titled “*Certain Investment Risks*”.

### THE MAN AHL PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to the following separate Portfolios of the Company (the “**Man AHL Portfolios**”):

Man AHL Multi Strategy Alternative
Man AHL Directional Equities Alternative
Man AHL TargetRisk
Man AHL Volatility Alternative

AHL Partners LLP (“**AHL LLP**”), a member of the Man Group plc group of companies, has been appointed as investment manager of each of the Man AHL Portfolios and further information in relation to AHL LLP is set out in the section of this Supplement entitled “*Management and Administration*”.

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of each of the Man AHL Portfolios.

### TERMINATION OF PORTFOLIOS

The Company may terminate any Man AHL Portfolio, and redeem all of the Shares of such Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled “*Termination of Portfolios*”.

### OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not

constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of the Man AHL Portfolios.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**An investment in the Man AHL Portfolios should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

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## THE INVESTMENT MANAGER

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The Manager has appointed AHL LLP to act as discretionary investment manager to each of the Man AHL Portfolios with responsibility for the investment selection, portfolio construction and portfolio management of the Man AHL Portfolios.

AHL LLP is authorised and regulated by the FCA in the conduct of its regulated activities in the United Kingdom. A member of the Man Group plc group of companies, AHL LLP provides access for private and institutional investors worldwide to alternative investment strategies through a range of innovative products and solutions designed to deliver long-term investment performance. The registered office of AHL LLP is Riverbank House, 2 Swan Lane, London, EC4R 3AD.

As at 30 September 2017, Man Group plc had approximately USD 103 billion under management. Man Group plc is one of the world's largest alternative asset managers and a UK publicly listed company in the FTSE 250 index. As at 30 September 2015, Man Group employs about 1,200 people worldwide, with key centres in London, Pfäeffikon (Switzerland), New York, Tokyo, Hong Kong and Sydney.

The Investment Management Agreement dated 28 October 2014 between the Manager and the Investment Manager (the "**AHL Investment Management Agreement**") provides that in the absence of negligence, wilful default, fraud or bad faith, neither AHL LLP nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the AHL Investment Management Agreement, in no circumstances shall AHL LLP be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the AHL Investment Management Agreement. The Manager is obliged under the AHL Investment Management Agreement to indemnify AHL LLP from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by AHL LLP in connection with the performance of its duties and/or the exercise of its powers under the AHL Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the AHL Investment Management Agreement, AHL LLP is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the AHL Investment Management Agreement and provided further that AHL LLP shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of AHL LLP. AHL LLP will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The AHL Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the AHL Investment Management Agreement or commits persistent breaches of the AHL Investment Management Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the AHL Investment Management Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The AHL Investment Management Agreement may also terminate forthwith on the termination of the Management Agreement.

The appointment of AHL LLP under the AHL Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company. In this regard, as at the date of this Supplement the Manager has appointed GLG Partners LP to act in respect of the GLG Portfolios and details in respect of such services are set out in the Prospectus.



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## PORTFOLIO SPECIFIC INFORMATION

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### INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolios is set out in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled "*Efficient Portfolio Management*".

For the purposes of the section titled "*Efficient Portfolio Management – Currency Transactions*" it should be noted that the base currency of each Man AHL Portfolio is USD or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the Man AHL Portfolios, AHL LLP may hedge the investments in each Man AHL Portfolio against currency fluctuations that are adverse to the base currency of the relevant Portfolio.

### BORROWING POLICY AND LEVERAGE

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Supplement, the Company has entered into pledge agreements with Morgan Stanley & Co International plc, Credit Suisse AG, Dublin Branch and Goldman Sachs International on behalf of Man AHL Multi Strategy Alternative. The Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, each Portfolio will remain subject to the value-at risk provisions set out in this Supplement.

### QUANTITATIVE INVESTMENTS AND SYSTEMATIC TRADING

Save as otherwise disclosed herein, each Man AHL Portfolio is a quantitative investment fund, meaning that all or some of its underlying investments are purchased, held and sold in accordance with quantitative data analysis undertaken by a computer-based proprietary model developed by AHL LLP to implement the investment strategy of the relevant Man AHL Portfolio, rather than granting trade-by-trade discretion to AHL LLP's investment professionals. However, in exceptional circumstances, such as where a Man AHL Portfolio's investment limits are at risk of being breached or in high-risk market environments, AHL LLP may manually over-ride the computer-based proprietary model for risk management purposes. The proprietary models and information and data provided by third parties are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of the Portfolio), to provide risk management insights, and to assist in hedging the investments of the Portfolio. Further information on the proprietary models utilised by each Portfolio are set out in this Supplement.

A cornerstone of AHL's investment philosophy is that financial markets experience persistent inefficiencies that can be captured using a disciplined quantitative and fully systematic investment approach. The process is underpinned by risk control, ongoing research, and the constant quest for efficiency.

Once potential trades have been identified, they are subject to risk filters which are inbuilt into the system, after which a target position in the particular market will be generated in the form of a signal or series of

signals. These trade(s) will then be executed as quickly and efficiently as possible using the most appropriate execution channel. Trades are executed either electronically using AHL's proprietary trade execution platform or by AHL's team of non-discretionary execution traders. Currently, a large proportion of the trades are executed using automated trade execution algorithms. Trades are executed around-the-clock each day using a diversified network of executing brokers to ensure efficiency of execution is maintained.

A product of continuing research and development carried out by AHL's group since 1987, the overall process utilises and is committed to extending the range and versatility of the original investment techniques, strategies and markets. As such, subject to the restrictions set out in the Prospectus and this Supplement, AHL may change the number and diversity of markets and instruments traded, directly or indirectly, and deploy new strategies or trading systems where appropriate.

## **USE OF FINANCIAL DERIVATIVE INSTRUMENTS**

The Portfolios may use financial derivative instruments ("**FDI**") for investment and / or hedging purposes. The extent to which each Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors on an individual Portfolio basis. The extent to which each Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations. Investors should refer to the section entitled "*Investment Risks*" for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by Man AHL Portfolios in implementing their investment policy. The section of this Appendix A dealing with each individual Man AHL Portfolio will indicate which FDI may be used by the relevant Portfolio, together with their intended purpose. FDI may reference a broad range of underlying assets, including bonds, equities, currencies, interest rates, dividends and financial indices.

### ***Futures***

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide the Fund with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A futures position can be created by way of paying a deposit ('Margin'). Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

### ***Forwards***

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the relevant Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

### ***Options***

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of

a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Fund may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Fund will be in accordance with the limits prescribed by the law. A Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.

#### *Asset Swapped Convertible Option Transactions (ASCOTS)*

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the investment manager in an effort to protect a portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the investment manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the investment manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the investment manager determines that he wishes to realise the value of any gain or loss on this call option.

#### *Warrants*

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.

#### *Share Purchase Rights*

Share purchase rights, which give the Fund the ability but not the obligation to purchase more shares, may be issued to the Fund pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate

#### **Swaps**

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Fund against foreign exchange rate risks. Exchange rate swaps could be used by the Fund to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Fund to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

#### *Swaptions*

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

### *Variance Swaps*

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within a Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the Portfolio cannot fall below zero.

### *Forward starting variance swaps*

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

### *Volatility Swaps*

A forward contract whose underlying is the volatility of a given product. Volatility swaps allow investors to trade the volatility of an asset directly. The underlying is usually a foreign exchange rate but could be as well a single name equity or index. Unlike a stock option, which will derive its value from the stock price, these swaps provide pure exposure to volatility alone. Volatility swaps may be used to express a view on future volatility levels, to trade the spread between realised and implied volatility, or to hedge the volatility exposure of other positions.

### *Dividend Swaps*

A dividend swap consists of a series of payments made between two parties at defined intervals over a fixed term (e.g., annually over 5 years). One party - the holder of the fixed leg - will pay its counterparty a pre-designated fixed payment at each interval. The other party - the holder of the floating leg - will pay its counterparty the total dividends that were paid out by a selected underlying, which can be a single company, a basket of companies, or all the members of an index. The payments are multiplied by a notional number of shares.

### **Contracts for Differences**

Contracts for difference ("CFD") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

### **Embedded Derivatives**

#### *Convertible Bonds*

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder.

#### *Convertible Preference Shares*

Convertible Preference Shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The

option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

#### *Partly Paid Securities*

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

### **RISK MANAGEMENT PROCEDURES**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments. Any FDI contemplated by this Supplement but which are not included in the risk management process will not be utilised until such time as a revised risk management process has been provided to the Central Bank.

Each Portfolio is subject to an advanced risk management process in compliance with the UCITS Regulations. A Portfolio may determine to use an Absolute VAR approach or a Relative VAR approach in order to measure the value-at-risk of a Portfolio.

The value-at-risk of a Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

The "Absolute VAR" approach aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

The Relative VAR approach aims to ensure that the value-at-risk of the Portfolio will be no greater than twice the value-at-risk of a comparable benchmark portfolio.

Where the Company enters into an arrangement with a counterparty, the Investment Manager's counterparty selection procedures are centred on various factors to ensure that the Investment Manager is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

### **FINANCIAL INDICES**

Where a Portfolio invests in a financial index, the Portfolio will ensure that the index satisfies the criteria in Article 53 of the UCITS Directive and Article 9 of the Eligible Assets Directive, including that of being a benchmark for the market to which it refers. For that purpose:

- (a) An index will have a clear, single objective in order to represent an adequate benchmark for the market;

- (b) The universe of the index components and the basis on which these components are selected for the strategy will be clear to investors and competent authorities; and
- (c) If cash management is included as part of the index strategy, the Portfolio will demonstrate that this does not affect the objective nature of the index calculation methodology.

Further to the above and In accordance with the ESMA Guidelines, the Man AHL Portfolios will not invest in the following financial indices:

- (a) A financial index which has a single component that has an impact on the overall index return which exceeds 20/35%;
- (b) A commodities index which does not consist of different commodities;
- (c) A financial index if it has been created or calculated on the request of a limited number of market participants;
- (d) A financial index whose rebalancing frequency prevents investors from being able to replicate the financial index such as indices which re-balance on an intra-day or daily basis;
- (e) Financial indices which do not disclose the full calculation methodology for investors to replicate the financial index or whose methodology for the selection and re-balancing of components is not based on a set of pre-determined rules and objective criteria or whose methodology permits retrospective changes to previously published index values;
- (f) Financial indices that do not publish their constituents together with their respective weightings, whose index provider accepts payments from potential index components for inclusion in the index or which is not subject to independent valuation.

## **ONGOING DATA CHARGES**

The Portfolios will bear any Ongoing Data Charges (as described in the section of the Prospectus titled *“Fees and Expenses – Establishment and Operating Expenses”*) incurred in the course of its operations and all fees for academic research

## **INVESTMENT OBJECTIVES AND POLICIES OF MAN AHL PORTFOLIOS**

The investment objective and policies of the Man AHL Portfolios are set out below.

The assets of each Man AHL Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of that Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Portfolios are set out in Appendix VI to the Prospectus.

At the date of this Supplement, the following Man AHL Portfolios have been established with the following investment objectives and policies and subject to the restrictions specified in *“Investment Powers and Restrictions”* section of the Prospectus.

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## MAN AHL MULTI STRATEGY ALTERNATIVE

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### INVESTMENT OBJECTIVE

Man AHL Multi Strategy Alternative (the “**Portfolio**”) aims to achieve medium-term capital growth in all market conditions by being broadly diversified along system styles, asset classes, regions, and time horizons.

### INVESTMENT POLICY

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the AHL Multi-Strategy Programme (as described in further detail below). Cash balances may be held from time to time, typically only temporarily, in order to meet anticipated redemption requirements as set out under the heading “*Investment Instruments and Asset Classes*”.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) exchange traded and OTC financial derivative instruments, (ii) transferable securities and (iii) other collective investment schemes as described in further detail below under the heading “*Investment Instruments and Asset Classes*”.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled “*Efficient Portfolio Management*”.

The Portfolio may invest principally in financial derivative instruments.

### ***Investment Approach - the AHL Multi-Strategy Programme***

The AHL Multi-Strategy Programme is an investment strategy designed by AHL LLP. Its investment philosophy is that financial markets experience persistent inefficiencies that can be captured using a disciplined quantitative investment approach. The investment process is quantitative and systematic, and is underpinned by risk control, ongoing research, and the constant quest for efficiency. It employs sophisticated computerised processes to identify investment opportunities in markets around the world with trading taking place around the clock. It has regard to real time price and other information and adjusts positions across a diverse range of global markets using various instruments set out below. The markets to which the AHL Multi-Strategy Programme may take exposure spans a wide variety of asset classes, including stocks, ETFs, debt, bond, currencies, interest rates and credit. Exposure to such markets may also be taken through financial derivative instruments, as set out in the “Investment Instruments and Asset Classes” section below.

For a complete list of asset classes in which the AHL Multi-Strategy Programme may invest, please refer to the section “Investment Instruments and Asset Classes” below.

The basic building blocks of the investment process are strategies. There is an extensive pool of strategies which have been developed by AHL LLP. Strategies are systematic, are managed based on sets of non-discretionary rules developed by and in accordance with AHL LLP’s computer based proprietary model, and are the result of extensive research by AHL LLP. Typically, these rules have been designed to capture specific market inefficiencies such as the momentum effect (i.e. the tendency of many financial instruments to trend in one direction for extended periods of time), and most strategies will apply their rules to a broad set of markets if possible (e.g. government bonds, equities, foreign exchange, credit derivatives). Strategies are standalone and distinct investment groupings to which capital can be allocated to and each of which may provide exposure to any or all of the instruments and asset classes referred to at the sub-heading “Investment Instruments and Asset Classes” below. They operate independently of each other,

making investment decisions for their underlying instruments without knowledge of, or attention to similar decisions made by other strategies (investing in the same instruments). Therefore, one strategy could be buying a particular instrument, while another strategy is selling the same instrument.

Many of the underlying market inefficiencies the different strategies try to capture are of a similar nature, and can be grouped into broad style categories. Ideally, style categories are chosen such that strategies within one style display a fairly high degree of similarity, while strategies in different styles display a fairly high degree of dissimilarity. The choice of style categories is also driven by the actual strategy content available, and as new strategies become available (e.g. because of new research), new styles can also become available. Currently, strategies fall into one of the following five style categories to which the AHL Multi-Strategy Programme can allocate assets directly or indirectly to:

- **Momentum** systems are trend-following in nature. They buy markets that have been trending up, and sell markets that have been trending down.
- **Systematic-fundamental** systems are driven by fundamental data such as balance-sheet information of companies or interest rates. They evaluate and transform this data into investment allocations in a systematic way.
- **Volatility** systems focus on the volatility of markets, which can be traded directly via derivatives (e.g. options and volatility swaps), independent of directional trading opportunities in the underlying market.
- **Systematic equity** systems exploit different source of information relating to equities – fundamental as well as technical – while trying to minimise exposure to the overall equity market. Allocations to this style category will primarily be to equities.
- **Technical** systems tend to have shorter holding periods, and are typically driven by a combination of price, volume, and events (e.g. economic release dates or seasonality of prices).

With the exception of systematic equity, all style categories will primarily provide exposure to equities, fixed income securities and currencies.

All of the aforementioned systems are systematic in nature, i.e. investment decisions are not made in a discretionary way, but according to a pre-defined set of (mathematical) rules. Most systems will invest in the same underlying markets, but will do so at different times, with different holding periods, and in different sizes according to their individual objectives. For example, a momentum system might generally take a long position in relation to a particular market, for an extended period of time. During this period, a technical system could be taking positions in the same market, but changing direction frequently, capturing short-term price dynamics. At the same time, a volatility system might be selling volatility of the underlying market (via derivatives) independent of the direction of the market.

The allocation process of the Portfolio is straightforward, it aims to equally distribute risk across the different styles available. Risk in this context is price volatility. Where a style category exhibits a higher degree of risk, a lower percentage of the Portfolio's Net Asset Value will be allocated to that style category. Where a style category exhibits a lower degree of risk, a higher percentage of the Portfolio's Net Asset Value will be allocated to that category with the goal of achieving balance of risk exposure to each style category with the goal of achieving equal risk contribution from individual styles to overall portfolio risk. Similarly, at a second stage the style allocations are then allocated to the relevant strategies aiming to again achieve an equal risk distribution within each style. Investment decisions in any individual instrument are then a product of the capital allocated to a particular strategy (through the aforementioned process) and the rules specific to this strategy. Therefore, allocations to styles and strategies tend to be fairly static for longer periods of time (unless a risk event causes an automated risk reduction). Allocations to instruments, on the other hand, are not static and are entirely driven by the systematic rules of the relevant strategies

Most of AHL's research effort goes into discovering new market inefficiencies, appropriate rules to exploit them, and markets to apply those rules to. Over time, when new, or previously too-illiquid, or previously too-expensive financial instruments become available (e.g. dividend futures), the investable universe for different strategies might be updated if those new instruments display the same market inefficiencies.



Equally, existing instruments might have to be removed from the investable universe for a variety of reasons such as regulatory changes. Existing strategies are also being monitored for improvement opportunities, and any evidence that the underlying market inefficiency has disappeared resulting in the decommissioning of the corresponding strategy. Any such amendments will be subject to prior Shareholder approval where a change might constitute a material amendment of investment policy of the Portfolio. AHL LLP will also ensure that, prior to introducing any new financial derivative instrument, the use of such instrument is addressed in the risk management process adopted in respect of the Portfolio.

The strategies the AHL Multi-Strategy Programme allocates to are designed to be long/short in nature, and take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions principally through the use of CFDs, swaps, futures and other derivatives as set out in the “Investment Instruments and Asset Classes” section below. In some situations, synthetic short positions are used within a strategy to hedge another long position, e.g. to (delta) hedge a position in a call option. In other situations, strategies might utilise synthetic short positions in order to achieve a return in instruments which the strategy expects to fall in value (as indicated by the rules belonging to this strategy). However, none of the strategies, will be biased towards long or short positions over extended periods of time. As a result, it is not anticipated that the AHL Multi-Strategy Programme’s returns will have long-term correlations with a particular asset class, such as equities or bonds. In general, the AHL Multi-Strategy Programme intends to be market neutral overall.

The Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio’s market exposure may vary in time and typically range between 0%-5000% for long positions and 0%-5000% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

The Portfolio’s investment may result in an exposure to emerging markets in excess of 20% of Net Asset Value and an exposure to below investment grade securities in excess of 30% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### ***Investment Instruments and Asset Classes***

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the AHL Multi-Strategy Programme. The Portfolio may also invest in rights (including sub-underwriting).

#### ***Financial Derivative Instruments***

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the “Portfolio Specific Information” section under the sub-heading “Use of Financial Derivative Instruments”.

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying asset.

<b><i>Futures</i></b>	<p>Futures may be used to gain exposure to a particular market. For example, the Investment Manager may use equity index futures to gain exposure to equity markets.</p> <p>Interest rate futures and bond futures will be used to give exposure to credit markets.</p> <p>Futures contracts may be used to hedge against specific market risks.</p>
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<i>Forwards</i>	Forwards may be used to gain long or short exposure to currencies and other markets and to take exposure to, or hedge against, a specific market risk.
<i>Options</i>	The Portfolio may invest in exchange traded and OTC call and put options. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Options will be used to give exposure to credit markets.
<i>Swaps</i>	Swaps (including interest rate swaps, recovery rate swaps, dividend swaps and volatility swaps) to achieve a profit as well as to hedge existing long and short positions.  Credit default swaps (including sovereign and/or corporate and/or index credit default swaps) will be used to gain exposure to credit markets.
<i>Contracts for Differences</i>	Contracts for Differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of an asset of any description or in an index or other factor designated for that purpose in the contract.
<i>Embedded Derivatives</i>	None

#### *Transferable Securities*

<i>Equities</i>	The Portfolio may invest in listed equity securities and common stock across all industrial and geographical sectors and market capitalisations.
<i>Fixed Income</i>	The Portfolio may invest in fixed income investments including fixed and/or floating rate, government and/or corporate bonds with no limitation on investment grade, high yield or unrated bonds.

#### *Money Market Instruments*

<i>Money Market Instruments</i>	Money Market Instruments, including certificates of deposit, commercial paper, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.
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#### *Other Collective Investment Schemes*

<i>UCITS</i>	The Portfolio may invest in other UCITS, including exchange traded funds, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.
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#### *Deposits, cash and cash equivalents*

<i>Bank Deposits</i>	Term deposits may be used for cash management purposes.
<i>Foreign Currency</i>	Foreign currency positions, with no restriction on geographical location or emerging market status, through investment in foreign currencies, foreign currency forwards, foreign currency futures, foreign currency swaps and foreign currency options.
<i>Other Liquid Assets</i>	Other liquid assets, including cash equivalents (such as Treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments,

	may be used for cash management purposes.
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## INVESTMENT RESTRICTIONS

The Fund will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled “*Investment Powers and Restrictions*”.

## LEVERAGE:

The Portfolio will take leverage through the use of the financial derivative instruments outlined above. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. This method may give rise to exceptionally high leverage when short-term interest rate strategies are employed, and notional values do not typically reflect the actual market risks associated with these positions. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

In normal circumstances, the total amount of leverage in the Portfolio is expected to be between 0% and 3,000% of the Net Asset Value of the Portfolio. Leverage is expected to be at the higher end of this range in circumstances where short term interest rate derivatives are employed, or where multiple, perfectly offsetting derivatives cannot be netted off. However, the leverage will be subject to a maximum leverage of 10,000% of the Net Asset Value of the Portfolio and the risk management systems outlined above.

## VALUE AT RISK METHODOLOGY

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the “*Portfolio Specific Information*” section of this Supplement.

## SECURITIES FINANCING TRANSACTIONS

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	150%	200%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

## RISK CONSIDERATIONS OF THE PORTFOLIO

Investors are referred to the section of the Prospectus entitled “*Certain Investment Risks*” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Trade Error Risk*”, “*Model and Data Risk*”, “*Obsolescence Risk*”, “*Crowding / Convergence*” and “*Non-Investment Grade Securities*”.

## PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

## BASE CURRENCY

The Base Currency of the Portfolio is USD.

## MANAGEMENT AND PERFORMANCE FEES

The management and performance fees in respect of the Portfolio are outlined in the table below. Further information on how these fees are calculated is set out in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"IN"	"INU"
Management Fee	1.75%	1.00%	Up to 1.00%
Performance Fee	20%	20%	Up to 20%
Benchmark Return	High Water Mark	High Water Mark	High Water Mark

## DEALING TERMS

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN AHL DIRECTIONAL EQUITIES ALTERNATIVE

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**Please note that there are currently no Shareholders in this Portfolio and that it is closed to further subscription. An application will be made to the Central Bank for the withdrawal of approval of this Portfolio.**

### INVESTMENT OBJECTIVE

Man AHL Directional Equities Alternative (the “**Portfolio**”) aims to provide investors with absolute returns over the medium term primarily by using financial derivative instruments to take both long and short positions in a quantitatively managed portfolio of equities.

### INVESTMENT POLICY

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with a proprietary quantitative model to provide an absolute return stream with a stable level of volatility regardless of market conditions. Further details in relation to the model is set out below under the heading “*Investment Approach*”. Assets may also be allocated for cash management purposes, as set out under the heading “*Investment Instruments and Asset Classes*”.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in exchange traded and OTC financial derivative instruments as described in further detail below under the heading “*Investment Instruments and Asset Classes*”. The Portfolio will not invest directly in equities.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled “*Efficient Portfolio Management*”. The Fund will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled “*Investment Powers and Restrictions*”.

The Portfolio will invest principally in liquid single name equity contracts for difference.

### ***Investment Approach***

The Portfolio will invest in accordance with a sophisticated proprietary quantitative investment model designed by AHL LLP. The model is underpinned by ongoing research efforts, a strong technology platform and rigorous risk controls.

Using contracts for difference, the Portfolio will take both long and synthetic short positions in a global portfolio of single name equities, in order to benefit from price movements and price variations by buying or selling the relevant contracts for difference accordingly. Its investment philosophy is to identify trends (i.e. the tendency of many financial instruments to trend in one direction for extended periods of time) and other opportunities in equity markets around the world. The model may seek to benefit from upwards and downwards trends, including trends at sector, country and single stock level, over different time spans: from a few hours to several months. In order to profit from an individual trend, the model will invest in stocks that are exposed to the trend (for example, if information technology stocks are trending up, the model could invest in companies in the information technology sector).

The average holding period of any asset of the Portfolio is approximately 3 months but for an individual position, this will vary depending on the signals driving the trade. The Portfolio will take synthetic short positions when its proprietary quantitative model identifies that as a trend or opportunity develops, the price for those equity securities will decline in value and it will take long positions when its proprietary quantitative model identifies that as a trend or opportunity develops, the price for those equity securities will rise in

value. The level of exposure to any given equity securities will be driven by the strength of the identified trend, with a stronger trend resulting in a higher level of exposure and vice versa.

The Portfolio is not intended to be market neutral and depending on the Portfolio's analysis of the prevailing market conditions, the Portfolio may at any time have an investment exposure to the equity markets which is either net long (i.e. the long positions will be in greater proportion than the synthetic short positions) or net short (i.e. the synthetic short positions will be in greater proportion than the long positions).

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio's market exposure may vary in time and typically range between 0%-300% for long positions and 0%-200% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

The Portfolio will hold a large number of positions (typically in excess of 1000) which will be diversified across issuers, as well as geographic and industrial sectors. The Portfolio will not have an industrial, or sectoral or investment grade focus. As a global portfolio, the Portfolio will take exposure to stocks of companies in the United States, Europe, Japan and Asia. This will include an allocation to some countries that may be classified as emerging markets including South Korea and Taiwan. Regional positions will vary over time depending on expected returns and on liquidity.

The Portfolio's investment may result in an exposure to emerging markets in excess of 20% of Net Asset Value and an exposure to below investment grade securities in excess of 30% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Portfolio will invest predominantly in large and mid-capitalisation companies. It will also hold a minority of investments in companies with smaller market capitalisation. The Portfolio defines large-capitalisation companies as those with a total market value that is equal to or greater than USD 10 billion, mid-capitalisation companies as those with a total market value of less than USD 10 billion but equal to or greater than USD 2 billion, and smaller capitalisation companies as those with a total market value of less than USD 2 billion.

### ***Investment Instruments and Asset Classes***

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above. The Portfolio may also invest in rights (including sub-underwriting).

#### ***Financial Derivative Instruments***

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the "*Portfolio Specific Information*" section under the sub-heading "*Use of Financial Derivative Instruments*".

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying asset.

<b><i>Futures</i></b>	Equity index futures may be used to gain exposure to equity markets as an alternative to individual equities.
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	Futures contracts may be used to hedge against market risk.
<i>Forwards</i>	Forwards may be used to gain exposure to a change in the value of an asset or to hedge against market risk.
<i>Options</i>	Not applicable.
<i>Swaps</i>	Not applicable.
<i>Contracts for Differences</i>	The Portfolio will invest in single name equity contracts for differences.
<i>Embedded Derivatives</i>	Not applicable.

#### *Transferable Securities*

Equities	Not applicable.
Fixed Income	Not applicable.

#### *Money Market Instruments*

Money Market Instruments	Money Market Instruments, including certificates of deposit, commercial paper, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.
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#### *Other Collective Investment Schemes*

<i>UCITS</i>	Not applicable.
<i>Non-UCITS</i>	Not applicable.

#### *Deposits, cash and cash equivalents*

<i>Bank Deposits</i>	Term deposits may be used for cash management purposes.
<i>Foreign Currency</i>	The Portfolio may take positions in foreign currencies for cash management purposes.
<i>Other Liquid Assets</i>	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

### **INVESTMENT RESTRICTIONS**

The Fund will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### **LEVERAGE:**

The Portfolio will take leverage through the use of the financial derivative instruments outlined above. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. The total amount of leverage is not expected to exceed 500% of the Net Asset Value of the Portfolio. However, investors should note that the Portfolio may have higher or lower leverage levels from time to time.

## VALUE AT RISK METHODOLOGY

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the “*Portfolio Specific Information*” section of this Supplement.

## SECURITIES FINANCING TRANSACTIONS

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value).

	Expected	Maximum
Total Return Swaps and CFDs	n/a	n/a
Repurchase Agreements & Reverse Repurchase Agreements	n/a	n/a
Stock Lending	n/a	n/a

## RISK CONSIDERATIONS OF THE PORTFOLIO

Investors are referred to the section of the Prospectus entitled “*Certain Investment Risks*” and the section of this Supplement above entitled “*Key Risk Considerations of the Man AHL Portfolios*” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Trade Error Risk*”, “*Model and Data Risk*”, “*Obsolescence Risk*”, “*Crowding / Convergence*” and “*Non-Investment Grade Securities*”.

## PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

## BASE CURRENCY

The Base Currency of the Portfolio is USD.

## MANAGEMENT AND PERFORMANCE FEES

The management and performance fees in respect of the Portfolio are outlined in the table below. Further information on how these fees are calculated is set out in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"IN"
Management Fee	1.75%	1.00%



<b>Performance Fee</b>	20%	20%
<b>Benchmark Return</b>	High Water Mark	High Water Mark

#### DEALING TERMS

<b>Subscription Dealing Deadline (Irish Time)</b>	<b>Redemption Dealing Deadline (Irish Time)</b>	<b>Business Day</b>	<b>Valuation Point (Irish time)</b>
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN AHL TARGETRISK

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### INVESTMENT OBJECTIVE

The Man AHL TargetRisk (the “**Portfolio**”) aims to generate capital growth over the medium to long term by providing dynamic long only exposure to a range of assets and to provide an excess return stream with a stable level of volatility regardless of market conditions.

### INVESTMENT POLICY

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with a proprietary quantitative model, the ‘Man TargetRisk’ strategy, to provide an excess return stream with a stable level of volatility regardless of market conditions. Further details in relation to the model is set out below under the heading “*Investment Approach*”. Assets may also be allocated for cash management purposes, as set out under the heading “*Investment Instruments and Asset Classes*”.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) exchange traded and OTC financial derivative instruments and (ii) transferable securities as described in further detail below under the heading “*Investment Instruments and Asset Classes*”.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled “*Efficient Portfolio Management*”. The Fund will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled “*Investment Powers and Restrictions*”.

The Portfolio may invest principally in financial derivative instruments.

### ***Investment Approach***

The Portfolio will invest in accordance with the ‘Man TargetRisk’ strategy, a sophisticated proprietary investment strategy designed by AHL LLP. Its investment philosophy is to provide stable risk exposures (primarily through the use of financial derivative instruments) to all markets and asset classes set out in the “Investment Instruments and Asset Classes” section including equity index futures, government bond futures, inflation linked bonds, credit default swaps, and commodity index swaps. The objective is to provide an excess return with a stable level of volatility regardless of market conditions.

The Portfolio does this by using systematic algorithms to scale positions, as explained further below.

The position sizing (exposure) is based on a systematic algorithm that scales each position based on the Net Asset Value of the Portfolio. The strategy measures the degree of volatility in a particular market; if the market is turbulent, and returns are volatile, the strategy will reduce exposure. Conversely it will increase exposure if the market is calm. This creates a more stable return stream through time. This technique is called ‘volatility scaling’, and can be applied at various levels to achieve a balanced risk exposure through time, and across different asset classes. The resulting portfolio aims to achieve a certain target level of volatility which is stable through time. The Portfolio has set an annualised volatility target of 10% of Net Asset Value.

In addition to volatility scaling, the strategy utilises additional systematic overlays to control downside risk. The first of these is a momentum overlay, which uses past price behaviour to identify periods when a market is in a downtrend. The strategy uses this information to scale down positions depending upon the strength of that trend, thereby reducing risk in falling markets. The second is a volatility switching mechanism, which reacts quickly to spikes in volatility. The third uses intraday data to identify dangerous

environments in which fixed income assets no longer act as a hedge to equities and other assets. The combination of these overlays aims to reduce drawdowns and improve risk-adjusted returns.

The Portfolio's investment will not be limited by geographical sector and may invest globally, including in emerging markets.

The strategy is subject to exposure and trade limits and rebalances on a daily basis. The gross exposure limit will be approximately five times the Net Asset Value of the Portfolio. The trade limit is the maximum order the trading system will submit over a given horizon and will vary depending on the Net Asset Value of the Portfolio. The trade limits are based on assessed levels of liquidity, and are also market specific and subject to periodic review. Trade limits are set at levels of participation where no significant market impact is observed.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio's market exposure may vary in time and typically range between 100%-500% for long positions and 0%-50% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### ***Investment Instruments and Asset Classes***

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the Man TargetRisk strategy. The Portfolio may also invest in rights (including sub-underwriting).

The Portfolio's investment may result in an exposure to emerging markets in excess of 20% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### ***Financial Derivative Instruments***

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the "*Portfolio Specific Information*" section under the sub-heading "*Use of Financial Derivative Instruments*".

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying asset.

<i>Futures</i>	<p>Futures may be used to gain exposure to a particular market. For example, the Investment Manager may use equity index futures to gain exposure to equity markets. The Portfolio expects to invest in equity index futures and in government bond futures.</p> <p>Futures contracts may also be used to hedge against specific market risks.</p>
<i>Forwards</i>	Forwards may be used to hedge against market risk.
<i>Options</i>	Not applicable.
<i>Swaps</i>	Swaps in respect of commodity indices. Over the medium term, the Portfolio expects to have approximately 12.5% of its risk allocation in a UCITS compliant commodity index, the Bloomberg Commodity Ex-Agriculture & Livestock Capped

	<p>Index (BBUXALC), a commodity ex-agriculturals index.</p> <p>Additional information on the Bloomberg commodity indices can be found here: <a href="http://www.bloombergindeces.com/bloomberg-commodity-index-family/">http://www.bloombergindeces.com/bloomberg-commodity-index-family/</a>.</p> <p>Credit default swaps (including sovereign and/or corporate and/or index credit default swaps) will be used to gain exposure to credit markets.</p>
<i>Contracts for Differences</i>	Not applicable.
<i>Embedded Derivatives</i>	Not applicable.

#### *Transferable Securities*

Equities	The Portfolio may invest in listed equity securities and common stock across all industrial and geographical sectors and market capitalisations
Fixed Income	The Portfolio may invest in fixed income investments including fixed and/or floating rate, government and/or corporate bonds with no limitation on investment grade, high yield or unrated bonds and inflation linked bonds.

#### *Money Market Instruments*

Money Market Instruments	Money Market Instruments, including certificates of deposit, commercial paper, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.
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#### *Other Collective Investment Schemes*

<i>UCITS</i>	Not applicable
<i>Non-UCITS</i>	Not applicable

#### *Deposits, cash and cash equivalents*

<i>Bank Deposits</i>	Term deposits may be used for cash management purposes.
<i>Foreign Currency</i>	The Portfolio may take positions in foreign currencies for cash management purposes.
<i>Other Liquid Assets</i>	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

### **INVESTMENT RESTRICTIONS**

The Fund will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

## LEVERAGE:

The Portfolio will take leverage through the use of the financial derivative instruments outlined above. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. The total amount of leverage is not expected to exceed 500% of the Net Asset Value of the Portfolio. However, investors should note that the Portfolio may have higher or lower leverage levels from time to time.

This sum of gross notionals method may give rise to exceptionally high leverage when short-term interest rate strategies are employed, and notional values do not typically reflect the actual market risks associated with these positions. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

## VALUE AT RISK METHODOLOGY

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the “*Portfolio Specific Information*” section of this Supplement.

## SECURITIES FINANCING TRANSACTIONS

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	20%	100%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

## RISK CONSIDERATIONS OF THE PORTFOLIO

Investors are referred to the section of the Prospectus entitled “*Certain Investment Risks*” and the section of this Supplement above entitled “*Key Risk Considerations of the Man AHL Portfolios*” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Trade Error Risk*”, “*Model and Data Risk*”, “*Obsolescence Risk*”, “*Crowding / Convergence*” and “*Non-Investment Grade Securities*”.

## PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

## BASE CURRENCY

The Base Currency of the Portfolio is USD.

## MANAGEMENT AND PERFORMANCE FEES

The management and performance fees in respect of the Portfolio are outlined in the table below. Further information on how these fees are calculated is set out in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"IN"	"INU"
Management Fee	1.50%	0.75%	Up 0.75%
Performance Fee	N/A	N/A	Up to 20%
Benchmark Return	N/A	N/A	High Water Mark

## DEALING TERMS

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN AHL VOLATILITY ALTERNATIVE

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**Please note that there are currently no Shareholders in this Portfolio and that it is closed to further subscription. An application will be made to the Central Bank for the withdrawal of approval of this Portfolio.**

### INVESTMENT OBJECTIVE

Man AHL Volatility Alternative (the “**Portfolio**”) seeks to provide investors with absolute returns over the medium term by taking long and short positions in an actively managed portfolio trading volatility instruments.

### INVESTMENT POLICY

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with AHL’s proprietary quantitative model to systematically identify opportunities in volatility markets around the world. Further details in relation to the model is set out below under the heading “*Investment Approach*”. Assets may also be allocated for cash management purposes, as set out under the heading “*Investment Instruments and Asset Classes*”.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in exchange traded and OTC financial derivative instruments as described in further detail below under the heading “*Investment Instruments and Asset Classes*”.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled “*Efficient Portfolio Management*”. The Fund will invest in accordance with the investment restrictions set out in the UCITS Regulations and in the section of the Prospectus entitled “*Investment Powers and Restrictions*”.

### Investment Approach

In order to achieve its investment objective, the Portfolio will use a quantitative proprietary model designed by AHL LLP which employs sophisticated computerised processes to systematically identify opportunities in volatility markets around the world, as set out below. A stable and finely tuned trading and implementation infrastructure is then used to capitalise on these trading opportunities. The model is quantitative and primarily directional in nature, and is underpinned by rigorous risk controls, ongoing research, diversification and efficiency controls.

The Portfolio will seek to capitalise on various opportunities available in the volatility markets. In particular, opportunities may arise from the mismatch between implied volatility embedded in options and the future realised volatility of the asset underlying the option contract. “Implied volatility” is a forward-looking, theoretical value (generated using an option pricing model) which is equal to the fair market value of the option. It is a subjective measure, which is often different from the future realised volatility for the same option. A value can be extracted from the mismatch between this implied volatility measure and the future realised volatility of the underlying asset, by taking positions simultaneously on puts and calls on the underlying, and by hedging any directional exposure to the underlying through the use of futures or forwards (as described further below). For example, if it is expected that the future realised volatility of an asset is going to be above the implied volatility of the same asset, calls and/or puts on the asset may be bought in order to take advantage of this difference. Conversely, if it is expected that the future realised volatility of an asset is going to be below the implied volatility of the same asset, calls and/or puts on the asset may be sold. In both cases, futures on the underlying assets will also be traded, as part of the hedging of the directional exposure.

Similarly, opportunities can be extracted by trading options or volatility instruments (i.e. financial instruments that track the value of implied volatility of other financial derivative instruments ("Volatility Instruments")) over various maturities.. Volatility Instruments may include variance swaps, as well as options and futures over volatility indices, such as futures on the VIX index or on the VSTOXX index. The VIX index and the VSTOXX index are implied volatility indices related respectively to the S&P500 index and the EUROSTOXX 50 index. For example, depending on the model's output, futures on the relevant volatility index may be bought or sold. Overall, the Portfolio will seek to capture any kind of inefficiencies available in and between the various volatility markets.

The Portfolio may hedge fully or partially against fluctuations in the instruments underlying the options and Volatility Instruments that it trades (also known as delta), in order to ensure that its exposure is to volatility and not to market movements. For example, in order to build a long volatility position on the S&P500 index, the Portfolio may buy call and put options on the S&P500 index and hedge the sensitivity to the S&P500 index fluctuations of the combined positions by buying or selling futures on the S&P500 index. A long call and a long put would build a long volatility position, and a short call and short put would build a short volatility position. While hedging the delta inherent in options is a mean of extracting the volatility exposure of options, it is also key to control the ongoing delta of the portfolio as otherwise the Portfolio may develop some additional risk linked to the directional movements in the underlying asset. Although delta-hedged option positions may be initially insensitive to moves in the underlying market, this can change as markets move, and the Portfolio may hedge dynamically partially or fully the delta exposure thereby ensuring that, especially in stressed market environments, this directional exposure does not become too large.

The Portfolio's policy will be to achieve these returns through trading in instruments which give exposure to volatility in a number of asset classes and markets, including equity, fixed income (bonds and interest rates), global currencies, credit and volatility markets. The exposure to volatility will be built by trading options on the various asset classes or markets or by trading Volatility Instruments on these asset classes or markets. For the avoidance of doubt, the Portfolio will not take exposure to volatility in respect of commodities. The diversification across asset classes will be driven by several factors, including but not limited to the liquidity of the various volatility markets, the number of markets that can be traded efficiently, the size of opportunities in the related markets, as well as the correlation between the various markets.

The Portfolio will aim to achieve returns by holding investments ranging from the short term (a few days) to the medium term (a few months).

The Portfolio will not exclusively sell options or Volatility Instruments (i.e. hold short volatility positions) but it can also buy options or Volatility Instruments (i.e. hold long volatility positions) depending on opportunities. Opportunities are assessed systematically using proprietary signals based on various pieces of information, including for example, option market data, implied volatility levels and dynamics, as well as underlying market price behaviour. Overall the Portfolio is expected to have a bias toward selling options or Volatility Instruments, especially in calm or range-bound underlying markets, even if it may have significant long positions (options or volatility instruments in periods of turbulent markets). The Portfolio is expected to have a limited correlation to traditional asset classes and investment styles, in particular in relation to equity markets.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio's market exposure may vary in time and typically range between 0%-1000% for long positions and 0%-1000% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.



The Portfolio's investment may result in an exposure to emerging markets in excess of 20% of Net Asset Value and an exposure to below investment grade securities in excess of 30% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

#### ***Investment Instruments and Asset Classes***

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above. The Portfolio may also invest in rights (including sub-underwriting).

#### *Financial Derivative Instruments*

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the "*Portfolio Specific Information*" section under the sub-heading "*Use of Financial Derivative Instruments*".

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying asset.

<i>Futures</i>	<p>Futures will be used for the following purposes:</p> <ul style="list-style-type: none"> <li>- to obtain exposure to a volatility index, such as the VIX index or the VSTOXX index</li> <li>-as part of the hedging process of options. In such circumstances, the Portfolio may hedge fully or partially against fluctuations in the underlying instruments (also known as delta) in order to limit the directional exposure of the portfolio to the underlying markets.</li> </ul>
<i>Forwards</i>	<p>Forwards will be used for the following purposes:</p> <ul style="list-style-type: none"> <li>- to obtain exposure to forwards on variance swaps, typically on UCITS eligible equity indices</li> <li>-as part of the hedging process of options. In such circumstances, the Portfolio may hedge fully or partially against fluctuations in the underlying instruments (also known as delta) in order to limit the directional exposure of the portfolio to the underlying markets. Forwards will be typically used when futures on the underlying are not available.</li> <li>- to hedge against currency risk.</li> </ul>
<i>Options</i>	<p>Put and Call options on various underlyings (including indices (such as UCITS eligible equity indices), futures (such as bond futures, foreign exchange futures and equity index futures), exchange traded funds, swaps, forwards and currencies), as part of the investment strategies to extract the exposure to the volatility of the underlying instrument.</p>
<i>Swaps</i>	<p>The Portfolio will enter into a series of swaps, including the following:</p> <ul style="list-style-type: none"> <li>• variance Swaps, typically on UCITS eligible equity indices;</li> <li>• forward starting variance swaps, typically on UCITS eligible equity indices;</li> <li>• swaptions, typically on interest rates.</li> </ul>
<i>Contracts for Differences</i>	<p>Not applicable</p>

<i>Embedded Derivatives</i>	Not applicable
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#### *Transferable Securities*

Equities	Not applicable
Fixed Income	Not applicable

#### *Money Market Instruments*

<i>Money Market Instruments</i>	Money Market Instruments, including certificates of deposit, commercial paper, Treasury bills, bankers' acceptances, collateralised borrowing and lending obligations, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.
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#### *Other Collective Investment Schemes*

<i>UCITS</i>	Not applicable.
<i>Non-UCITS</i>	Not applicable.

#### *Deposits, cash and cash equivalents*

<i>Bank Deposits</i>	Term deposits may be used for cash management purposes.
<i>Foreign Currency</i>	The Portfolio may take positions in foreign currencies for cash management purposes.
<i>Other Liquid Assets</i>	Other liquid assets, including cash equivalents (such as treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

## **INVESTMENT RESTRICTIONS**

The Fund will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### **LEVERAGE:**

The Portfolio will take leverage through the use of the financial derivative instruments outlined above. For the reasons outlined below, the extent to which the Portfolio engages in the use of option-based volatility strategies will have a significant bearing on the leverage figure calculated using the sum of the notionals methodology. In normal circumstances it is expected that the Portfolio's leverage, including option-based volatility strategies, would be between 500% and 10,000%. However, in order to ensure that the Portfolio is able to take advantage of all market conditions the Investment Manager reserves the right to increase such positions, for a limited period or an extended basis, whether as part of an investment strategy or for risk reduction purposes. Any such increase will be subject always to a maximum leverage figure of 20,000% and the risk management systems outlined below.

Leverage is defined as the sum of the gross notional values of all financial derivative contracts. The total amount of leverage is not expected to exceed 20,000% of the Net Asset Value of the Portfolio.

The sum of the gross notional values may give rise to exceptionally high leverage when option based strategies designed to extract performance from implied volatility behaviour are employed, and these notional values do not typically reflect the actual market risks associated with these positions. Attention should be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting or offsetting described above, it does not necessarily represent the market risk incurred through the use of derivatives.

In normal circumstances the Portfolio's leverage is expected to be considerably less than the 20,000% maximum. However, leverage within the Portfolio will increase and may approach the maximum leverage in circumstances where significant delta hedging of the options are required to express the investment theme within the Portfolio. For example, the Portfolio may invest in puts and calls on the same underlying in order to extract performance from long volatility position. However, in the context of a move of the underlying, not only will the exposure of the options as defined by the UCITS rules, increase but additional hedging of the delta, for example with futures on the underlying, may be required increasing further the measured leverage.

In addition to the control of risk in the Portfolio through the measurement of the notional leverage (which is regarded as an approximate measurement of risk assessment in a given position), a series of additional risk controls are employed, including the VaR controls outlined below, together with ongoing stress testing to calculate simulated losses in circumstances where the implied volatility and the underlying market were to move unexpectedly. The risk within the Portfolio is monitored daily and positions are amended in accordance with these limits and the UCITS Regulations.

## VALUE AT RISK METHODOLOGY

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the "*Portfolio Specific Information*" section of this Supplement.

## SECURITIES FINANCING TRANSACTIONS

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	0%	100%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

## RISK CONSIDERATIONS OF THE PORTFOLIO

Investors are referred to the section of the Prospectus entitled "*Certain Investment Risks*" and the section of this Supplement above entitled "*Key Risk Considerations of the Man AHL Portfolios*" and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors "*Trade Error Risk*", "*Model and Data Risk*", "*Obsolescence Risk*", "*Crowding / Convergence*" and "*Non-Investment Grade Securities*".

## PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

## BASE CURRENCY

The Base Currency of the Portfolio is USD.

## MANAGEMENT AND PERFORMANCE FEES

The management and performance fees in respect of the Portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"IN"	"INU"
Management Fee	2.25%	1.50%	Up to 1.50%
Performance Fee	20%	20%	Up to 20%
Benchmark Return	High Water Mark	High Water Mark	High Water Mark

## DEALING TERMS

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm at least four (4) Business Days before the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## SUBSCRIPTIONS

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**For detailed information concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

For details on the specific Share Classes of the Portfolios please refer to the [Website](#).

### *Dealing Procedures*

Each Business Day is both a Dealing Day and a Valuation Day for the Man AHL Portfolios.

Applications for Shares should be made on the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion above) to the Administrator. The address for the Administrator is shown below.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline for the relevant Man AHL Portfolio (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

### *Settlement Procedures*

Cleared subscription monies must be received within three (3) Business Days of the Dealing Day. In circumstances where subscription monies are not received before the Dealing Deadline, Shares will be provisionally allotted. The Company reserves the right to cancel such provisional allotment.

**For further information in respect of settlement procedures concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

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## REDEMPTION OF SHARES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

Each Business Day is both a Dealing Day and a Valuation Day for the Man AHL Portfolios.

The Shares in each Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share calculated in respect of that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the “*Portfolio Specific Information*” section of this Supplement) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

The relevant contact details of the Administrator can be found in the Application Form.

The Company expects to pay redemption proceeds within three (3) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder’s account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

**For further information in respect of dealing procedures concerning redemptions, please consult the section under the heading “REDEMPTIONS, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

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## FEES AND EXPENSES

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### MANAGEMENT FEES

Details of the management fee payable in respect of each Man AHL Portfolio are set out in the “*Portfolio Specific Information - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

### PERFORMANCE FEES

Details of the performance fee payable in respect of each Man AHL Portfolio are set out in the “*Portfolio Specific Information - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

### “N” Share Classes

In the case of the Man AHL Portfolios, in relation to the “N Share Classes”, the performance fee shall be calculated at the rate set out in the “*Portfolio Specific Information – Management and Performance Fees*” section of the this Supplement to any Accumulated Profits attributable to that Share Class. The Performance Fee will be calculated with respect to all outstanding Shares. Performance Fees are liabilities in the relevant Share Class’ accounts and incorporated into the official net asset value of the relevant Share Class.

The Accumulated Profits with respect to any Valuation Day, means the aggregated Net New Appreciation from the last Valuation Day of the preceding performance period to the Valuation Day at which the calculation is made, less any Loss Carryover which existed as at the last Valuation Day of the preceding performance period. Where this number is positive, it is referred to as “Accumulated Profits”. Where this is a negative number it is referred to as the “Loss Carryover”.

On any Valuation Day where the opening Loss Carryover exceeds the Net New Appreciation, no Performance Fee will be accrued. A Performance Fee will not be accrued for a subsequent Valuation Day until Accumulated Profits have been generated. Accordingly, Performance Fees are based on the outperformance of the previous highest Net Asset Value on which a Performance Fee was paid. The Performance fee can only be paid on the subsequent outperformance by the Net Asset Value of a Share Class of the initial Net Asset Value of that Share Class.

If at the end of any performance period there are Accumulated Profits a Performance Fee is crystallised and paid and the balance carried forward to the next performance period will be zero. If at the end of any performance period there is a Loss Carryover, this Loss Carryover will be carried over in full.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares have Accumulated Profits, a Performance Fee will become payable equal to the Performance Fee attributable to the Accumulated Profits at the Valuation Day immediately preceding the Dealing Day on which the redemption is effected, multiplied by the Redemption Adjustment Factor. Any Accumulated Profits relating to the redeemed Shares will be deducted from the overall Accumulated Profits balance.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares are subject to a Loss Carryover, the amount of such Loss Carryover at the relevant Dealing Day applicable to the redemption shall be reduced by multiplying it by the Redemption Adjustment Factor. This reduced amount will be carried over as the opening Loss Carryover balance.

“Net New Appreciation” means the trading profit or loss for the Valuation Day after the deduction of Management Fees and all other Portfolio expenses but prior to the deduction of Performance Fees.

“Redemption Adjustment Factor” means a percentage equal to 100% multiplied by a fraction, the numerator of which is the aggregate number of Shares to be redeemed, and the denominator of which is the aggregate number of Shares immediately prior to such redemption.

The Performance Fees are not calculated using an equalisation or series accounting methodology. As a result, the impact of the Performance Fee on a Shareholder will be different than if performance fees were individually calculated for each Shareholder based on the performance of that Shareholder's investment. Whether a Shareholder is disadvantaged or advantaged by this will depend on the timing of investments by that Shareholder and on the performance of the relevant Share Class.

### Calculation Date

In the case of the Man AHL Portfolios, the Calculation Date for the performance fee calculation is as set out below:

Portfolio	Calculation Date
Man AHL Multi-Strategy Alternative	The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.
Man AHL Directional Equities Alternative	The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.
Man AHL TargetRisk	The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.
Man AHL Volatility Alternative	The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.

If a Share is redeemed at any time other than at a Calculation Date, any performance fee that has been accrued in respect of the redeemed Share will crystallise and be paid by the Company to the Manager as soon as possible at the beginning of the month immediately following the month in which such redemption takes place. For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, a Share was redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for that Share shall commence on the Business Day following the immediately preceding Calculation Date or the date of issuance of the Share, as applicable, and end on the Redemption Date of that Share. As performance fees are accrued on each Valuation Day, performance fees are reflected in the subscription price of Shares issued during a performance period.

In the case of Share Classes which have yet to commence trading, the first calculation period following the issue of such Shares will run from the end of the relevant Initial Offer Period, or such later date at which they may be issued in accordance with the provisions of this Supplement, to the next following Calculation Date.

### ESTABLISHMENT EXPENSES

The establishment expenses and amortisation period of each Man AHL Portfolio are set out in the table below.



<b>Name of Fund</b>	<b>Formation Expenses</b>	<b>Amortisation Period</b>	<b>Fully Amortised</b>
Man AHL Multi Strategy Alternative	USD 50,000	36 months	No
Man AHL Directional Equities Alternative	USD 50,000	36 months	No
Man AHL TargetRisk	USD 50,000	36 months	No
Man AHL Volatility Alternative	USD 50,000	36 months	No

In each case the amortisation period will commence immediately upon the launch of the relevant Man AHL Portfolio.

**For additional information concerning fees and expenses, please consult the section under the heading “FEES AND EXPENSES” in the Prospectus.**

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## DISTRIBUTION POLICY

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Each of the Man AHL Portfolios may be comprised of accumulation Share Classes and Dist Share Classes. Further detail in respect of the distribution policy is set out in the “*Distribution Policy*” section of the Prospectus.

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## **STOCK EXCHANGE LISTING**

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Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Man AHL Portfolios on the Official List and trading on the Global Exchange Market or Main Securities Market of the Irish Stock Exchange shall be set out on [www.ise.ie](http://www.ise.ie).

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## THE DISTRIBUTOR

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The Manager has appointed Man Investments AG (“**MIAG**”) as non-exclusive distributor in relation to the distribution and sale of Shares in the Man AHL Portfolios.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, MIAG has agreed to distribute the Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party's assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party's jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG's appointment in relation to the Portfolios, upon the termination of the Management Agreement.

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## THE PROSPECTUS

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This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the Man AHL Portfolios.

1. Important Information
2. Investment Objective and Policies
3. Investment Powers and Restrictions
4. Efficient Portfolio Management
5. Certain Investment Risks
6. Borrowing Policy and Leverage
7. Subscriptions
8. Redemption, Conversion and Transfer of Shares
9. Fees and Expenses
10. Distribution Policy
11. Determination and Publication and Temporary Suspension of Net Asset Value;
12. Termination of Portfolios;
13. The Company
14. The Manager
15. Fund Administration
16. The Depositary
17. The Distributor
18. Local Intermediaries
19. Taxation;
20. General;
  - (a) The Share Capital;
  - (b) Variation of Share Capital;
  - (c) Variation of Shareholder Rights;
  - (d) Voting Rights;
  - (e) Memorandum and Articles of Association;
  - (f) Conflicts of Interest;

- (g) Meetings;
  - (h) Reports and Accounts;
  - (i) Account Communications;
  - (j) Confidential Information;
  - (k) Periodic Reports;
  - (l) Winding Up;
  - (m) Material Contracts; and
  - (n) Documents for Inspection;
- 21. Appendix I – Definitions;
  - 22. Appendix II – Definition of US Person;
  - 23. Appendix III – Recognised Markets;
  - 24. Appendix IV – Additional Distribution and Selling Restrictions; and
  - 25. Appendix V – Delegates and Sub-Delegates of the Depositary



The directors of Man Funds VI plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MAN FUNDS VI PLC**

### **SUPPLEMENT IN RESPECT OF THE MAN NUMERIC PORTFOLIO**

#### **MAN NUMERIC MARKET NEUTRAL ALTERNATIVE**

(A Portfolio of Man Funds VI plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

#### **INVESTMENT MANAGER**

#### **NUMERIC INVESTORS LLC**

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The Investment Manager is part of Man Group plc.

This Supplement dated 3 January 2018 forms part of, and should be read in the context of, and together with the Prospectus dated 3 January 2018, as may be amended from time to time (the “Prospectus”), in relation to Man Funds VI plc (the “Company”) and contains information relating to Man Numeric Market Neutral Alternative (the “Man Numeric Portfolio”) which is a separate portfolio of the Company, which issues the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.



## INDEX

### Page No

Important Information.....	1
The Investment Manager.....	3
Portfolio Specific Information .....	5
Man Numeric Market Neutral Alternative.....	12
Subscriptions .....	19
Redemption of Shares .....	20
Fees and Expenses .....	21
Distribution Policy .....	24
Stock Exchange Listing .....	25
The Prospectus.....	27

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## IMPORTANT INFORMATION

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Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the “**Central Bank**”) as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the “**Prospectus**”), which sets out general information in relation to the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “*Company’s Liabilities*” under the section of the Prospectus titled “*Certain Investment Risks*”.

### THE MAN NUMERIC PORTFOLIO

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to the following Portfolio of the Company (the “**Man Numeric Portfolio**”):

Man Numeric Market Neutral Alternative
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Numeric Investors LLC (“**Numeric**”), a member of the Man Group plc group of companies, has been appointed as investment manager of the Man Numeric Portfolio and further information in relation to Numeric is set out in the section of this Supplement entitled “*The Investment Manager*”.

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of the Man Numeric Portfolio.

### TERMINATION OF PORTFOLIOS

The Company may terminate the Man Numeric Portfolio, and redeem all of the Shares of such Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled “*Termination of Portfolios*”.

### OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of the Man Numeric Portfolio.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**An investment in the Man Numeric Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

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## THE INVESTMENT MANAGER

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The Manager has appointed Numeric to act as discretionary investment manager to the Man Numeric Portfolio with responsibility for the investment selection, portfolio construction and portfolio management of the Man Numeric Portfolio.

Numeric Investors LLC, an indirect, majority-owned subsidiary of Man Group plc ("**Man Group**"), is registered as an "investment adviser" with the SEC. Numeric Investors LLC manages assets for clients globally, including corporate and public pension plans, foundations, endowments, and sovereign funds. Strategies encompass long-only, 130/30 and market-neutral equities across geographic regions, investment styles and capitalisation strata. Numeric currently manages several long-only 130/30 and market-neutral U.S., European, Japanese, emerging markets and global strategies. Numeric Investors LLC's offices are located at 470 Atlantic Avenue, 6th Floor, Boston, MA 02210 USA. As at 30 September 2017, Man Group plc had approximately USD 103 billion under management. Man Group is one of the world's largest alternative asset managers and a UK publicly listed company in the FTSE 250 index. As at 30 September 2015, Man Group employs about 1,200 people worldwide, with key centres in London, Pfäeffikon (Switzerland), New York, Tokyo, Hong Kong and Sydney.

The Investment Management Agreement dated 20 February 2015 between the Manager and the Investment Manager (the "**Numeric Investment Management Agreement**") provides that in the absence of negligence, wilful default, fraud or bad faith, neither Numeric nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Numeric Investment Management Agreement, in no circumstances shall Numeric be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Numeric Investment Management Agreement. The Manager is obliged under the Numeric Investment Management Agreement to indemnify Numeric from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by Numeric in connection with the performance of its duties and/or the exercise of its powers under the Numeric Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud on the part of Numeric.

Under the Numeric Investment Management Agreement, Numeric is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Numeric Investment Management Agreement and provided further that Numeric shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of Numeric. Numeric will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The Numeric Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the Numeric Investment Management Agreement or commits persistent breaches of the Numeric Investment Management Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Numeric Investment Management Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Numeric Investment Management Agreement may also terminate forthwith on the termination of the Management Agreement.

The appointment of Numeric under the Numeric Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company. In this regard, as at the date of this Supplement the Manager has appointed GLG Partners LP to act in respect of the Man GLG Portfolios, GLG LLC to act in respect of the GLG LLC Portfolios and AHL Partners LLP to act in respect of the Man AHL Portfolios and details in respect of such services are set out in the Prospectus.

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## PORTFOLIO SPECIFIC INFORMATION

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### INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolios is set out in the section of the Prospectus titled “*Investment Powers and Restrictions*”.

### EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled “*Efficient Portfolio Management*”.

For the purposes of the section titled “*Efficient Portfolio Management – Currency Transactions*” it should be noted that the base currency of the Man Numeric Portfolio is USD or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the Man Numeric Portfolio, Numeric may hedge the investments in Man Numeric Portfolio against currency fluctuations that are adverse to the base currency of the relevant Portfolio.

### BORROWING POLICY AND LEVERAGE

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Supplement, the Company has entered into a pledge agreement with Morgan Stanley & Co International plc on behalf of the Man Numeric Portfolio. The Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of the Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, each Portfolio will remain subject to the value-at risk provisions set out in this Supplement.

### QUANTITATIVE INVESTMENTS AND SYSTEMATIC TRADING

Save as otherwise disclosed herein, the Man Numeric Portfolio is a quantitative investment fund, meaning that all or some of its underlying investments are purchased, held and sold in accordance with quantitative data analysis undertaken by computer-based proprietary systems developed by Numeric to implement the investment strategy of the Portfolio, rather than granting trade-by-trade discretion to Numeric's investment professionals. The proprietary systems and information and data provided by third parties are used to construct sets of transactions and investments, to value investments or potential investments for trading purposes, to provide risk management insights, and to assist in hedging the investments of the Portfolio.

Numeric's investment philosophy is based on the belief that, in the aggregate, markets are efficient and real economic performance drives returns. However, over certain time horizons, markets are inefficient. For example, Numeric believes that stock prices fluctuate more than the underlying information set, all new significant information is not perfectly priced, and companies can manipulate reported earnings to please the market. Numeric's investment professionals use the computer-based proprietary systems in conjunction with quantitative investment models to design the individual strategies. The strategies operate in accordance with an underlying quantitative investment model or models, which are used to select the securities in which a Portfolio may invest. Buy, sell, short and cover trades as determined by the underlying models are based on relative rankings of the stocks within the Portfolio.

Numeric's process is divided into underlying quantitative investment models (as referred to above) – Valuation, Information Flow, Reversal-Oriented, and Innovative.

**Valuation:** This model relies on a variety of factors to determine whether a stock is undervalued or overvalued relative to similar stocks. Numeric focuses on measures of profitability, such as earnings expectations and historical cash flows. This model will usually result in a strong focus on the relative value of a stock, measured by price/earnings ratios or other similar metrics and is generally used in application to diversified market neutral strategies.

**Information Flow:** This model relies on a variety of non-valuation oriented factors to determine whether a business is improving or declining. These factors may include concepts of earnings and price momentum, earnings quality, and informed investor sentiment and is generally used in application to diversified market neutral strategies. This model will generally result in stock selections which differ from those selected by the Valuation model.

**Reversal-Oriented:** This model seeks to profit from the tendency of stocks to over- or under-shoot over very short periods of time for liquidity or investor over-reaction to market developments. It generally buys (synthetically shorts) stocks whose price has fallen (risen) relative to peers without fundamental changes to the business. This model will generally not have persistent exposures to other models, such as Valuation and thus the expectation is that this will not generally result in similar stock selection. Reversal-Oriented is generally used in application to fundamental statistical arbitrage strategies.

**Innovative:** This model encompasses a variety of underlying trading strategies that are designed to be uncorrelated to Numeric's diversified market neutral process (as referred to above). It may include factor-based, industry-specific, or event-oriented strategies. The key feature of this model is that there are no persistent positive exposures to Valuation and Information Flow, thus the expectation is that this will not generally result in similar stock selection to Valuation and Information Flow.

Numeric places strong emphasis on research designed to enhance existing models and to develop new models. Numeric also focuses considerable effort on implementation, which includes determining trade size, deciding the level of aggressiveness and trading venue, and monitoring and modelling trade costs (including commission, market impact and opportunity cost). Each strategy attempts to implement efficiently one or more models across a range of equities and equity-related instruments to produce maximum trading profits, subject to the effectiveness of the models. Equity-related securities are derivative instruments in respect of which the underlying asset is an equity and exchange traded funds ("ETFs") or collective investment schemes which give exposure to equities. Further detail on the derivative instruments is set out in the "*Investment Policy – General*" section below.

Securities that exceed a comfortable positive or negative weight through price appreciation will be trimmed opportunistically to control risk in the Portfolio. Individual security weights are controlled and monitored. The process is designed to make relative stock-selection decisions only.

While stocks are selected based on the output of the underlying quantitative investment models, Numeric's portfolio managers are responsible for the final step in the decision process, which includes validation of the fundamental financial inputs to the models. There are times when the model rankings do not incorporate or pick up late-breaking events or news stories, e.g. potential takeovers, regulatory obstacles, coups, etc. In these instances, the portfolio manager has the authority and responsibility to override the model's relative ranking, consulting the Numeric Investment Committee as needed.

Numeric commits significant research resources towards enhancing its existing investment models, developing new trading strategies, and strengthening its implementation capabilities with careful consideration of the effects of trade size, trading venue, and transaction costs.

## **USE OF FINANCIAL DERIVATIVE INSTRUMENTS**

The Man Numeric Portfolio may use financial derivative instruments ("**FDI**") for investment and / or hedging purposes. The extent to which the Man Numeric Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors. The extent to which the Man Numeric Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations and will be in accordance with the "*Man Numeric Market Neutral Alternative - Investment Policy*" section of this Supplement. Investors should refer to the section of the Prospectus entitled "*Certain Investment Risks*" and the "*Man Numeric Market Neutral Alternative - Risk Considerations of the Portfolio*" section of this Supplement for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by the Man Numeric Portfolio in implementing its investment policy. FDI may reference a broad range of underlying assets, including bonds, equities, currencies, interest rates, dividends and financial indices.

### ***Futures***

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide the Fund with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A futures position can be created by way of paying a deposit. Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

### ***Forwards***

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the relevant Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

### ***Options***

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Fund may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Fund will be in accordance with the limits prescribed by the law. A Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.

### ***Asset Swapped Convertible Option Transactions (ASCOTS)***

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the investment manager in an effort to protect a portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the investment manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the investment manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the investment manager determines that he wishes to realise the value of any gain or loss on this call option.

### ***Warrants***

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.



### *Share Purchase Rights*

Share purchase rights, which give the Fund the ability but not the obligation to purchase more shares, may be issued to the Fund pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate.

### **Swaps**

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Fund against foreign exchange rate risks. Exchange rate swaps could be used by the Fund to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Fund to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

### *Swaptions*

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

### *Variance Swaps*

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within a Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the Portfolio cannot fall below zero.

### *Forward starting variance swaps*

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

### *Volatility Swaps*

A forward contract whose underlying is the volatility of a given product. Volatility swaps allow investors to trade the volatility of an asset directly. The underlying is usually a foreign exchange rate but could be as well a single name equity or index. Unlike a stock option, which will derive its value from the stock price, these swaps provide pure exposure to volatility alone. Volatility swaps may be used to express a view on future volatility levels, to trade the spread between realised and implied volatility, or to hedge the volatility exposure of other positions.

#### *Dividend Swaps*

A dividend swap consists of a series of payments made between two parties at defined intervals over a fixed term (e.g., annually over 5 years). One party - the holder of the fixed leg - will pay its counterparty a pre-designated fixed payment at each interval. The other party - the holder of the floating leg - will pay its counterparty the total dividends that were paid out by a selected underlying, which can be a single company, a basket of companies, or all the members of an index. The payments are multiplied by a notional number of shares.

#### *Total Return Swaps*

Where a Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

Unless disclosed otherwise in relation to the relevant Portfolio in the "*Investment Instruments and Asset Classes*" section of this Supplement, each Portfolio may undertake a total return swap in respect of any asset in which its investment policies would allow it to invest directly.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail at "*Key Risk Factors for the Man Numeric Portfolio – Counterparty Risk*."

#### ***Contracts for Differences***

Contracts for difference ("CFD") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

#### ***Embedded Derivatives***

##### *Convertible Bonds*

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder. Such bonds may embed leverage.

##### *Convertible Preference Shares*

Convertible Preference Shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

### *Partly Paid Securities*

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

## **RISK MANAGEMENT PROCEDURES**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments. Any FDI contemplated by this Supplement but which are not included in the risk management process will not be utilised until such time as a revised risk management process has been provided to the Central Bank.

Each Portfolio is subject to an advanced risk management process in compliance with the UCITS Regulations. A Portfolio may determine to use an Absolute VAR approach or a Relative VAR approach in order to measure the value-at-risk of a Portfolio.

The value-at-risk of a Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

The "Absolute VAR" approach aims to ensure that the value-at-risk of the Portfolio, measured using a 20 business day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

The Relative VAR approach aims to ensure that the value-at-risk of the Portfolio will be no greater than twice the value-at-risk of a comparable benchmark portfolio.

Where the Company enters into an arrangement with a counterparty, the Investment Manager's counterparty selection procedures are centred on various factors to ensure that the Investment Manager is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

## **FINANCIAL INDICES**

Where a Portfolio invests in a financial index, the Portfolio will ensure that the index satisfies the criteria in Article 53 of the UCITS Directive and Article 9 of the Eligible Assets Directive, including that of being a benchmark for the market to which it refers. For that purpose:

- (a) An index will have a clear, single objective in order to represent an adequate benchmark for the market;
- (b) The universe of the index components and the basis on which these components are selected for the strategy will be clear to investors and competent authorities; and

- (c) If cash management is included as part of the index strategy, the Portfolio will demonstrate that this does not affect the objective nature of the index calculation methodology.

Further to the above and In accordance with the ESMA Guidelines, the Man Numeric Portfolio will not invest in the following financial indices:

- (a) A financial index which has a single component that has an impact on the overall index return which exceeds 20/35%;
- (b) A commodities index which does not consist of different commodities;
- (c) A financial index if it has been created or calculated on the request of a limited number of market participants;
- (d) A financial index whose rebalancing frequency prevents investors from being able to replicate the financial index such as indices which re-balance on an intra-day or daily basis;
- (e) Financial indices which do not disclose the full calculation methodology for investors to replicate the financial index or whose methodology for the selection and re-balancing of components is not based on a set of pre-determined rules and objective criteria or whose methodology permits retrospective changes to previously published index values;
- (f) Financial indices that do not publish their constituents together with their respective weightings, whose index provider accepts payments from potential index components for inclusion in the index or which is not subject to independent valuation.

#### **INVESTMENT OBJECTIVE AND POLICIES OF THE MAN NUMERIC PORTFOLIO**

The investment objective and policies of the Man Numeric Portfolio are set out below.

The assets of the Man Numeric Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of the Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Man Numeric Portfolio are set out in Appendix III to the Prospectus.

At the date of this Supplement, the following Man Numeric Portfolio has been established with the following investment objectives and policies and subject to the restrictions specified in “*Investment Powers and Restrictions*” section of the Prospectus.

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## MAN NUMERIC MARKET NEUTRAL ALTERNATIVE

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### INVESTMENT OBJECTIVE

The Man Numeric Market Neutral Alternative's objective is to earn an average return on investment, after fees, which is appreciably higher than the total return (assuming reinvestment of dividends) in USD of the Merrill Lynch 91-day Treasury Bills Index.

### INVESTMENT POLICY

The Portfolio's investment policy is to provide Shareholders exposure to the performance of a reference basket (the "Reference Basket") whose constituents will be determined by Numeric in line with target allocations as set out below in accordance with the strategies set out in the section below titled "*Investment Approach*" and which is described in further detail in the section below titled "*The Reference Basket*". The Portfolio will primarily achieve these returns through entering into one or more total return swaps linked to the performance of the Reference Basket. However, direct investment in the securities and instruments set out in the description of the Reference Basket below may be made where this is more efficient or cost effective than entering into a total return swap.

Merrill Lynch 91-Day Treasury Bill Index is an index which is comprised of a single US Treasury Bill issue purchased at the beginning of each month and held for a full month, at which time that issue is sold and rolled into a newly selected issue which has a maturity date closest to, but not beyond 90 days from the rebalance date.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include depositary receipts and participatory notes.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest primarily in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to invest in derivatives providing long and "synthetic short" positions, as set out in more detail in the "*General*" section below.

### ***Investment Approach***

Numeric will invest the assets of the Portfolio in a variety of proprietary market neutral investment strategies (as determined by Numeric's computer-based process), which aim to earn a positive return in all markets. A market neutral strategy is a strategy that is designed to be neutral to the particular market, for example, in this instance, offsetting long and short positions in equity securities are being taken with the result that there is no exposure maintained to the overall market. These market neutral strategies include:

- Regional or multi-region Diversified Market Neutral ("DMN") strategies, namely U.S. (large cap and small cap), International small cap, European, Japanese, World and Emerging Markets market neutral strategies. DMN relies on valuation, earnings trends and financial statement analysis to determine which equities and equity-related instruments are attractive and which to take long or short positions in. These strategies will give exposure to stock selection techniques contemplated by the Valuation and Information Flow models (see "*General Information – Quantitative Investments and Systematic Trading*");
- Regional or multi-region fundamental statistical arbitrage ("FSA") strategies namely U.S. FSA, European FSA, Japanese FSA or World FSA market neutral strategies. FSA is a higher frequency trading strategy that attempts to generate trading profits<sup>1</sup> from the short-term reversal<sup>2</sup> of individual

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1. Trading profits are generated where long positions taken outperform short positions taken.

equities and equity-related instruments after adjusting price moves for changes in fundamentals<sup>3</sup> and taking into account wider market trends. These strategies will give exposure to stock selection techniques contemplated by the Reversal-Oriented model (see “*General Information – Quantitative Investments and Systematic Trading*”); and

- Other innovative market neutral strategies developed by Numeric's Strategic Alpha Research group (“Innovation”), which invest in the instruments contemplated by DMN and FSA, but are designed to provide investment returns that have a low correlation to Numeric's DMN and FSA market neutral strategies. Any such other strategies will be disclosed in this Supplement upon development. These strategies will give exposure to stock selection techniques contemplated by the Innovative model (see “*General Information – Quantitative Investments and Systematic Trading*”).

Strategies are standalone and distinct investment groupings to which capital can be allocated and each of which may provide exposure to any or all of the equity and equity-related instruments referred to at the sub-heading “*Investment Instruments and Asset Classes*” below. A strategy implements one or more models; the development of each strategy by Numeric with reference to its computer-based systems includes the creation of a set of strategy portfolio construction rules, a liquidity profile, a trading process and a risk model which covers eligible securities.

The strategies operate independently of each other, making investment decisions for their underlying instruments without knowledge of, or attention to similar decisions made by other strategies (investing in the same instruments). Therefore, while one strategy could be buying a particular instrument, another strategy could be selling the same instrument.

Numeric believes that diversification within and among the various strategies in the Portfolio's overall portfolio will be sufficient to diversify the portfolio from entity-specific risks.

Numeric will seek to adhere to the Portfolio's investment objective by giving the Portfolio exposure to certain quantitative stock selection models developed by Numeric. Certain models rank individual securities by the price of each stock relative to other stocks with comparable fundamentals or by recent revisions in their earnings per share estimates. Such models are based on the belief that a stock valued higher (or lower) than comparable stocks will underperform (or outperform) the market over time and that estimate revisions are persistent and drive future stock performance. Certain models analyse a company's financial statements to determine the quality of the earnings numbers. Such models seek to avoid companies with more aggressive accounting policies, for example where such policies may result in manipulated reported earnings. Other models derive investment signals from data on price trends, or momentum. These models are based on the premise that medium-term price trends tend to persist, particularly at the industry and country-sector level. Numeric regularly refines, tests and validates the results of its models.

The Portfolio will typically have in excess of 2,000 positions.

The Portfolio's assets will normally be allocated in the following manner: approximately 50% towards the DMN trading strategies (which rely on multiple stock selection models), and approximately 50% towards FSA and Innovation. In exceptional circumstances where DMN appears extraordinarily attractive or unattractive (due to perceived changes in the effectiveness of the models or strategies, Numeric may deviate significantly from this target allocation). Accordingly, in exceptional circumstances, the minimum and maximum exposures for the three strategies (DMN, FSA and Innovation) are 0 and 100%, respectively.

Under normal circumstances, DMN will usually represent a majority of the risk exposure, though this will be spread across the multiple geographic regions. Risk in this context is price volatility. The Portfolio is built

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2. Short-term reversal refers to the tendency of stocks to mean-revert over short periods of time. If a stock has performed extremely well (or poorly) over a short period of time, it is likely to partially revert.
  3. Fundamentals here refers to changes in earning expectations relative to peers. Prices are adjusted to take account of changes in fundamentals by focusing on changes in inherent value which may not be reflected in a corresponding change in price and vice versa.

such that no single trading strategy generates more than half of the overall expected risk exposure of the Portfolio. Numeric believes that it is difficult to determine which particular trading strategy will be most productive over the near-term, and transaction costs are a significant concern, reallocations tend to be focused on managing the overall risk within the portfolio. Numeric believes that this can generally be done with very minor changes in the allocations on a monthly, or even quarterly, basis. Numeric continually monitors risk within the Portfolio to determine if its Portfolio's allocations should be adjusted.

The Portfolio's investment may result in an exposure to emerging markets in excess of 20% of Net Asset Value and an exposure to below investment grade securities in excess of 30% of Net Asset Value. **Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including common stock, convertibles and warrants) listed or traded on Recognised Markets in Russia shall typically be in the region of 0% to 15% of the Net Asset Value of the Portfolio and shall not exceed 25% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

The Portfolio may invest in listed equity securities and common stock across all industrial and geographical sectors and market capitalisations.

### ***Investment Instruments and Asset Classes***

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment approach outlined above. The Portfolio may also invest in rights (including sub-underwriting).

As stated above, the Portfolio may seek to achieve its objective by: (a) primarily entering into one or more total return swaps linked to the performance of the Reference Basket; and/or (b) direct investment in the securities and instruments set out in the description of the Reference Basket. The Portfolio may use direct investment in circumstances where investment in a particular instrument or the underlying assets as a whole through the use of one or more total return swaps is not the most efficient way of achieving its objective.

Where the Portfolio seeks to achieve its investment objective by entering into one or more total return swaps, the constituents of the Reference Basket are generated by the DMN, FSA or Innovation Strategies detailed in the "*Investment Policy – Investment Approach*" section above. Where the Portfolio seeks to achieve its investment objective by investing directly in securities and instruments, the assets to which the Portfolio will gain exposure are selected from the assets referred to below at the sub-section "*The Reference Basket*" and selected using the DMN, FSA or Innovation Strategies detailed in the "*Investment Policy – Investment Approach*" section above.

#### ***(a) Total Return Swap***

The Portfolio will principally seek to achieve its objective principally through entering into a total return swap (the "**Swap**") linked to the performance of the Reference Basket. The Swap is a bilateral financial contract, which allows the Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset.

The net effect of the Swap will be to provide the Portfolio with the economic performance of the Reference Basket in exchange for the Portfolio paying a floating rate of return to the counterparty. The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank.

The counterparties to the Swap are Morgan Stanley & Co International plc and Alphas Managed Accounts Platform XLV Limited. The counterparty risk associated with the Swap is set out in more detail at "*Key Risk Factors for the Man Numeric Portfolio – Counterparty Risk*". The counterparty will assume no discretion in respect of the Portfolio's investments and is not an investment manager of the Portfolio.

### ***(b) Direct Investment***

Numeric may determine to seek the objective of the Portfolio through direct investment in any or all of the securities and instruments, including for the avoidance of doubt, the financial derivative instruments, described in detail in the description of the Reference Basket below where it believes that this is in the best interests of the Portfolio and the Shareholders as a whole.

Where the Portfolio invests directly in collective investment schemes, such investment may not exceed 10% of the Net Asset Value of the Portfolio. For the avoidance of doubt, the exposure of the Portfolio to collective investment schemes, by investing directly and/or through the Swap (where the Reference Basket includes collective investments schemes) may not exceed, in aggregate, 10% of the Net Asset Value of the Portfolio.

In exceptional market conditions or where Numeric is of the opinion that there are insufficient investment opportunities in the securities in which the Portfolio will primarily invest, Numeric may retain a significant portion of the Portfolio in cash and/or invest a significant proportion of the Portfolio in liquid assets including cash equivalents (such term deposits, bank certificates, fixed or floating rate, investment grade and non-investment grade liquid government debt instruments (please see “*The Reference Basket*” below, for more detail in relation to debt instruments) and money market instruments (including certificates of deposit, commercial paper and bankers acceptances).

Numeric shall also hold cash and/or invest in liquid assets in order to generate sufficient cash to make payment of any floating rate of return payable to the counterparty to the Swap and to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

### ***The Reference Basket***

The Reference Basket is a notional portfolio representative of an actual portfolio of investments (long and short positions) in publicly traded equities and related securities (namely derivative instruments in respect of which the underlying asset is an equity and ETFs or collective investment schemes which give exposure to equities) that the strategies outlined above generate in order to provide an opportunity for short term investment gains uncorrelated with those available in the public equity markets. There is no assurance the Reference Basket’s objective will be achieved.

The Reference Basket may invest in listed equity securities and common stock across all industrial and geographical sectors and market capitalisations.

The Reference Basket’s investment policy will be to achieve those returns through investments in short, medium and long-term investment opportunities. This policy will be pursued through both active trading and investment primarily in listed equities including common stock and other equity and equity-linked securities (which may include such instruments as options and swaps). The Reference Basket may also hold ETFs or collective investment schemes, which are expected to be located in OECD Member States, be regulated and which are consistent with the Portfolio’s investment objective and restrictions. The Reference Basket may hold up to 10% of the Portfolio Net Asset Value in other collective investment schemes. The Reference Basket may hold ancillary liquid assets.

Subject to complying with the Portfolio’s investment objective, the Reference Basket will use financial derivative instruments and may use such instruments to (i) obtain exposure to equity, and other investments outlined above where Numeric determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take short exposures in relation to individual issuers; (iii) take exposure to equity indices and (iv) enter into currency transactions including forward currency contracts, currency swaps and currency options to alter foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the “Investment Risks” section of the Prospectus.

The Reference Basket may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by



reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The Reference Basket may undertake a “total return swaps” in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the “*Use of Financial Derivative Instruments - Total Return Swaps*” section of this Supplement. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Reference Basket may also be leveraged. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out in the Prospectus and this Supplement. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Reference Basket may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

### **General**

The Portfolio will limit its exposure to swaps that are fully funded (“Fully Funded Swaps”) to 10% of its Net Asset Value. Fully Funded Swaps are swap agreements pursuant to which a Portfolio transfers a cash amount in full consideration of the swap value to the counterparty. In return the Portfolio will be entitled to receive the performance of the relevant investment strategy under the terms of the swap agreement. The counterparty will transfer collateral to the Portfolio in accordance with the UCITS rules to mitigate credit risk to the counterparty arising from entering into the swap agreement. Fully Funded Swaps are used to enhance the liquidity of the Portfolio.

Each of the DMN, FSA and Innovative Strategies employed by the Portfolio may seek to apply a long/short investment strategy. Numeric intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio’s market exposure may vary in time and typically range between 100%-250% for long positions and 150%-250% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### **INVESTMENT RESTRICTIONS**

The Man Numeric Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled “*Investment Powers and Restrictions*”.

### **LEVERAGE**

The Central Bank defines “leverage” as being a fund’s global exposure divided by its net asset value, where global exposure is defined as a measure of incremental exposure and leverage generated by using FDIs.

The leverage (as measured by the “sum of the notionals” of derivative positions methodology) of the Portfolio (including the leverage of the Reference Basket) is generally expected to be between 100% and 500% of the Net Asset Value of the Portfolio, however, the leverage will always be subject to a maximum leverage of 600% of the Net Asset Value of the Portfolio. Therefore, although the Portfolio may be leveraged in this sense through its use of FDI, the Investment Manager does not expect the use of FDI to

significantly increase the Portfolio's risk profile and the Investment Manager does not intend to use FDI as a means of gearing the Portfolio or as an alternative to borrowing.

## VALUE AT RISK METHODOLOGY

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the "*Portfolio Specific Information – Risk Management Procedures*" section of this Supplement.

## SECURITIES FINANCING TRANSACTIONS

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	200%	400%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

## RISK CONSIDERATIONS OF THE PORTFOLIO

Investors are referred to the section of the Prospectus entitled "*Certain Investment Risks*" and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors "*Speculative Investment*", "*Operating and Performance History*", "*Swap Agreements*", "*Equities*", "*Underlying Funds*", "*Dependence on the Investment Manager*", "*Investment Selection*", "*Competition; Availability of Investments*", "*Operational Risk*", "*Futures and Options Contracts and Hedging Strategies*", "*Counterparty Risk Generally*", "*Market Risk*", "*Political and/or Regulatory Risks*", "*Currency Risk*", "*Settlement Risks*", "*Depository Receipts*", "*Performance Fee*", "*Emerging Markets*", "*Derivative Instruments Generally*", "*Potential Illiquidity of Assets*", "*Non-execution of Orders*", "*Trade Error Risk*", "*Model and Data Risk*", "*Obsolescence Risk*", "*Crowding/Convergence*", "*Involuntary Disclosure Risk*", "*CNH Share Class Currency Risk*", "*Position Limits*" and "*Legal Risk in Emerging Markets*".

## PROFILE OF A TYPICAL INVESTOR

Investment in the Portfolio is suitable for investors seeking a reasonable return through capital appreciation.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 4. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

## BASE CURRENCY

The Base Currency of the Portfolio is USD.

## MANAGEMENT AND PERFORMANCE FEES

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

<b>Class of Share</b>	<b>"DN"</b>	<b>"DNY"</b>	<b>"IN"</b>	<b>"INU"</b>
<b>Management Fee</b>	2.00%	2.25%	1.25%	Up to 1.25%
<b>Performance Fee</b>	20%	20%	20%	20%
<b>Benchmark Return</b>	High Water Mark	High Water Mark	High Water Mark	High Water Mark

#### DEALING TERMS

<b>Subscription Deadline (Irish Time)</b>	<b>Redemption Deadline (Irish Time)</b>	<b>Business Day</b>	<b>Valuation (Irish time)</b>	<b>Point</b>
1:00 pm at on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in New York, Dublin and London are open for normal business	11:00 pm each Dealing Day	

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## SUBSCRIPTIONS

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**For detailed information concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

For details on the specific Share Classes of the Portfolios please refer to the [Website](#).

### *Dealing Procedures*

Each Business Day is both a Dealing Day and a Valuation Day for the Man Numeric Portfolio.

Applications for Shares should be made on the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion below) to the Administrator. The address for the Administrator is set out in the Application Form.

Where the applicant is an existing Shareholder, the relevant Application Form may be submitted to the Administrator by facsimile or by any other form of electronic communication agreed in advance by the Administrator. The relevant contact details of the Administrator can be found in the Application Form.

In order to receive Shares at the Net Asset Value per Share as calculated in respect of that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

### *Settlement Procedures*

Cleared subscription monies must be received within three (3) Business Days of the Dealing Day. In circumstances where subscription monies are not received before the Dealing Deadline, Shares will be provisionally allotted. The Company reserves the right to cancel such provisional allotment.

**For further information in respect of settlement procedures concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

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## REDEMPTION OF SHARES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

Each Business Day is both a Dealing Day and a Valuation Day for the Man Numeric Portfolio.

The Shares in each Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share calculated in respect of that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated in respect of the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

The relevant contact details of the Administrator can be found in the Application Form.

The Company expects to pay redemption proceeds within three (3) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder’s account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

**For further information in respect of dealing procedures concerning redemptions, please consult the section under the heading “REDEMPTIONS, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

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## FEES AND EXPENSES

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**For further information concerning the below listed fees and expenses, please consult the section under the heading “FEES AND EXPENSES” in the Prospectus.**

### MANAGEMENT FEES

Details of the management fee payable in respect of the Man Numeric Portfolio are set out in the “*Man Numeric Market Neutral Alternative - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

### PERFORMANCE FEES

Details of the performance fee payable in respect of the Man Numeric Portfolio are set out in the “*Man Numeric Market Neutral Alternative - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

#### “N” Share Classes

In the case of the Man Numeric Portfolio, in relation to the “N Share Classes”, the performance fee shall be calculated at the rate set out in the “*Man Numeric Market Neutral Alternative – Management and Performance Fees*” section of the this Supplement as applied aggregate appreciation in the value of the relevant Share Classes, subject to the outperformance of the previous High Water Mark.

The Performance Fee in respect of N Shares will be accrued as at each Valuation Day by applying the rate set out in the table above to any Accumulated Profits attributable to that Share Class. The Performance Fee will be calculated with respect to all outstanding Shares. Performance Fees are liabilities in the relevant Share Class’ accounts and incorporated into the official net asset value of the relevant Share Class.

The calculation of the performance fees is verified by the Depositary.

The Accumulated Profits with respect to any Valuation Day, means the aggregated Net New Appreciation from the last Valuation Day of the preceding performance period to the Valuation Day at which the calculation is made, less any Loss Carryover which existed as at the last Valuation Day of the preceding performance period. Where this number is positive, it is referred to as “Accumulated Profits”. Where this is a negative number it is referred to as the “Loss Carryover”.

On any Valuation Day where the opening Loss Carryover exceeds the Net New Appreciation, no Performance Fee will be accrued. A Performance Fee will not be accrued for a subsequent Valuation Day until Accumulated Profits have been generated. Accordingly, Performance Fees are based on the outperformance of the previous highest Net Asset Value on which a Performance Fee was paid. The Performance fee can only be paid on the subsequent outperformance by the Net Asset Value of a Share Class of the Initial Offer Price of that Share Class.

If at the end of any performance period there are Accumulated Profits a Performance Fee is crystallised and paid and the balance carried forward to the next performance period will be zero. If at the end of any performance period there is a Loss Carryover, this Loss Carryover will be carried over in full.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares have Accumulated Profits, a Performance Fee will become payable equal to the Performance Fee attributable to the Accumulated Profits at the Valuation Day immediately preceding the Dealing Day on which the redemption is effected, multiplied by the Redemption Adjustment Factor. Any Accumulated Profits relating to the redeemed Shares will be deducted from the overall Accumulated Profits balance.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares are subject to a Loss Carryover, the amount of such Loss Carryover at the relevant Dealing Day applicable to the redemption shall be reduced by multiplying it by the Redemption Adjustment Factor. This reduced Loss Carryover amount will be carried over as the opening Loss Carryover balance.

“Net New Appreciation” means the trading profit or loss for the Valuation Day after the deduction of Management Fees and all other Portfolio expenses but prior to the deduction of Performance Fees.

“Redemption Adjustment Factor” means a percentage equal to 100% multiplied by a fraction, the numerator of which is the aggregate number of Shares held by the relevant Shareholder to be redeemed, and the denominator of which is the aggregate number of Shares immediately prior to such redemption.

The Performance Fees are not calculated using an equalisation or series accounting methodology. As a result, the impact of the Performance Fee on a Shareholder will be different than if performance fees were individually calculated for each Shareholder based on the performance of that Shareholder’s investment. Whether a Shareholder is disadvantaged or advantaged by this will depend on the timing of investments by that Shareholder and on the performance of the relevant Share Class.

### Calculation Date

In the case of the Man Numeric Portfolio, the Calculation Date for the performance fee calculation is as set out below:

Calculation Date	Portfolio
The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.	Man Numeric Market Neutral Alternative

If a Share is redeemed at any time other than at a Calculation Date, any performance fee that has been accrued in respect of the redeemed Share will crystallise and be paid by the Company to the Manager as soon as possible at the beginning of the month immediately following the month in which such redemption takes place. For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, a Share was redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for that Share shall commence on the Business Day following the immediately preceding Calculation Date or the date of issuance of the Share, as applicable, and end on the Redemption Date of that Share. As performance fees are accrued on each Valuation Day, performance fees are reflected in the subscription price of Shares issued during a performance period.

In the case of Share Classes which have yet to commence trading, the first calculation period following the issue of such Shares will run from the end of the relevant Initial Offer Period, or such later date at which they may be issued in accordance with the provisions of this Supplement, to the next following Calculation Date.

### ESTABLISHMENT EXPENSES

The establishment expenses and amortisation periods of the Portfolios to which this Supplement relates are set out in the table below.

Name of Fund	Formation Expenses	Amortisation Period	Fully Amortised
Man Numeric Market Neutral Alternative	USD 50,000	36 months	No

The amortisation period will commence immediately upon the launch of the Portfolio.





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## DISTRIBUTION POLICY

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The Man Numeric Portfolio may be comprised of accumulation Share Classes and Dist Share Classes. Further detail in respect of the distribution policy is set out in the “*Distribution Policy*” section of the Prospectus.

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## **STOCK EXCHANGE LISTING**

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Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Man Numeric Portfolio on the Official List and trading on the Global Exchange Market or Main Securities Market of the Irish Stock Exchange shall be set out on [www.ise.ie](http://www.ise.ie).

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## THE DISTRIBUTOR

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The Manager has appointed Man Investments AG (“**MIAG**”) as non-exclusive distributor in relation to the distribution and sale of Shares in the Man Numeric Portfolio.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, MIAG has agreed to distribute the Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days’ notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party’s assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party’s jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG’s appointment in relation to the Portfolios, upon the termination of the Management Agreement.

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## THE PROSPECTUS

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This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the Man Numeric Portfolio.

1. Important Information
2. Investment Objective and Policies
3. Investment Powers and Restrictions
4. Efficient Portfolio Management
5. Certain Investment Risks
6. Borrowing Policy and Leverage
7. Subscriptions
8. Redemption, Conversion and Transfer of Shares
9. Fees and Expenses
10. Distribution Policy
11. Determination and Publication and Temporary Suspension of Net Asset Value;
12. Termination of Portfolios;
13. The Company
14. The Manager
15. Fund Administration
16. The Depositary
17. The Distributor
18. Local Intermediaries
19. Taxation;
20. General;
  - (a) The Share Capital;
  - (b) Variation of Share Capital;
  - (c) Variation of Shareholder Rights;
  - (d) Voting Rights;
  - (e) Memorandum and Articles of Association;
  - (f) Conflicts of Interest;

- (g) Meetings;
  - (h) Reports and Accounts;
  - (i) Account Communications;
  - (j) Confidential Information;
  - (k) Periodic Reports;
  - (l) Winding Up;
  - (m) Material Contracts; and
  - (n) Documents for Inspection;
- 21. Appendix I – Definitions;
  - 22. Appendix II – Definition of US Person;
  - 23. Appendix III – Recognised Markets;
  - 24. Appendix IV – Additional Distribution and Selling Restrictions; and
  - 25. Appendix V – Delegates and Sub-Delegates of the Depositary









The directors of Man Funds VI plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MAN FUNDS VI PLC**

### **SUPPLEMENT IN RESPECT OF THE MAN SOLUTIONS PORTFOLIO**

#### **MAN ALTERNATIVE STYLE RISK PREMIA**

(A portfolio of Man Funds VI plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

#### **INVESTMENT MANAGER**

#### **MAN SOLUTIONS LIMITED**

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The Investment Manager is a member of Man Group plc.

This Supplement is dated 3 January 2018 and forms part of, and should be read in the context of, and together with the Prospectus dated 3 January 2018, as may be amended from time to time (the “Prospectus”), in relation to Man Funds VI plc (the “Company”) and contains information relating to Man Alternative Style Risk Premia (the “Man Solutions Portfolio”) which is a separate portfolio of the Company, which issues the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## INDEX

### Page No

Important Information.....	3
The Investment Manager.....	5
Portfolio Specific Information .....	7
Man Alternative Style Risk Premia.....	14
Subscriptions .....	22
Redemption of Shares .....	23
Fees and Expenses .....	24
Distribution Policy .....	26
Stock Exchange Listing .....	27
The Prospectus.....	29

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## IMPORTANT INFORMATION

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Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the “**Central Bank**”) as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the “**Prospectus**”), which sets out general information in relation to the Company and specific information in relation to certain other Portfolios offered by the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “*Company’s Liabilities*” under the section of the Prospectus titled “*Certain Investment Risks*”.

### THE MAN SOLUTIONS PORTFOLIO

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to Man Alternative Style Risk Premia, a Portfolio of the Company (the “**Man Solutions Portfolio**”).

Man Solutions Limited (“**MSL**”), a member of the Man Group plc group of companies, has been appointed as investment manager of the Man Solutions Portfolio and further information in relation to MSL is set out in the section of this Supplement entitled “*Management and Administration*”.

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of the Man Solutions Portfolio.

As at the date of this Supplement, the sole Portfolio managed by MSL is Man Alternative Style Risk Premia but it is intended that future portfolios may be authorised with the prior approval of the Central Bank. Accordingly, references below to the “Portfolio”, a “Portfolio” or “Portfolios” shall, where the context admits, be to a portfolio of the Company managed by MSL.

### TERMINATION OF PORTFOLIOS

The Company may terminate the Man Solutions Portfolio, and redeem all of the Shares of that Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled “*Termination of Portfolios*”.

### OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of the Man Solutions Portfolio.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**An investment in the Man Solutions Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

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## THE INVESTMENT MANAGER

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The Manager has appointed Man Solutions Limited (the “**Investment Manager**”) as investment manager to the Company responsible for providing certain investment management services to the Company.

The Investment Manager is a private limited company registered under the Companies Acts 1985 to 1989 (as amended) of England and Wales. The Investment Manager is authorised and regulated by the Financial Conduct Authority (“**FCA**”) and is engaged in providing an in-depth investment advice and execution service to select institutions and high net worth individuals worldwide, specialising in discretionary asset management.

The Investment Manager is an indirect wholly-owned subsidiary of Man Group. Man Group is traded on the London Stock Exchange.

Man Group, through its investment management subsidiaries (collectively (“**Man**”), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of 31 March 2017 with the combined business, Man had around USD 88.7 billion of assets under management.

The Investment Manager may also establish an advisory committee for the purpose of advising the Investment Manager from time to time on issues relating to the provision of investment advice or investment management services by the Investment Manager to its clients, including the Company. Any such advisory committee will comprise individuals who are principals of, employees of or consultants to the Investment Manager considered by the Investment Manager to have relevant sectoral or specialist expertise. The Investment Manager will continue to have responsibility for the management of the Company’s assets and, while the Investment Manager will consider advice received from the advisory committee, it will continue to have sole responsibility for determining whether such advice should be accepted or implemented by the Company.

The Investment Management Agreement dated 6 October 2017 between the Manager and the Investment Manager (the “**Investment Management Agreement**”) provides that in the absence of negligence, wilful default, fraud or bad faith, neither the Investment Manager nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Investment Management Agreement, in no circumstances shall the Investment Manager be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Investment Management Agreement. The Manager is obliged under the Investment Management Agreement to indemnify the Investment Manager from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by the Investment Manager in connection with the performance of its duties and/or the exercise of its powers under the Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the Investment Management Agreement, the Investment Manager is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and in accordance with the requirements of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Investment Management Agreement and provided further that the Investment Manager shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of the Investment Manager. The fees payable to any such delegate will be paid by the Investment Manager out of its own fees.

The appointment of the Investment Manager under the Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or to provide investment advice to the Company.

The Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party

at any time if the other party: (i) commits any material breach of the Agreement or commits persistent breaches of the Agreement which is or are either incapable of remedy or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Investment Management Agreement may also be terminated forthwith by either party upon termination of the Management Agreement.

The appointment of MSL under the MSL Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company. In this regard, as at the date of this Supplement the Manager has appointed GLG Partners LP to act in respect of the Man GLG Portfolios, GLG LLC to act in respect of the GLG LLC Portfolios, AHL Partners LLP to act in respect of the Man AHL Portfolios and Numeric Investors LLC to act in respect of the Man Numeric Portfolios and details in respect of such services are set out in the Prospectus.

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## PORTFOLIO SPECIFIC INFORMATION

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### INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolios is set out in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled "*Efficient Portfolio Management*".

For the purposes of the section titled "*Efficient Portfolio Management – Currency Transactions*" it should be noted that the base currency of the Man Solutions Portfolio is USD or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the Man Solutions Portfolios, MSL may hedge the investments in the Man Solutions Portfolio against currency fluctuations that are adverse to the base currency of the relevant Portfolio.

### BORROWING POLICY AND LEVERAGE

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Supplement, the Company has entered into pledge agreements: (i) with Morgan Stanley & Co International plc on behalf of the Man Solutions Portfolio. The Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, each Portfolio will remain subject to the value-at risk provisions set out in this Supplement.

### QUANTITATIVE INVESTMENTS AND SYSTEMATIC TRADING

Save as otherwise disclosed herein, the Man Solutions Portfolio is a quantitative investment fund, meaning that all or some of its underlying investments are purchased, held and sold in accordance with quantitative data analysis undertaken by computer-based proprietary models developed within Man Group plc to implement the investment strategy of the relevant Man Solutions Portfolio, rather than granting trade-by-trade discretion to the MSL's investment professionals. However, in exceptional circumstances, such as where the Man Solutions Portfolio's investment limits are at risk of being breached or in high-risk market environments, MSL may manually over-ride the computer-based proprietary model for risk management purposes. The proprietary models, and information and data both developed by the Investment Manager and those supplied by third parties (examples include price data, and non price data such as holiday calendars) are used to construct sets of transactions and investments, to value investments or potential investments (whether for trading purposes, or for the purpose of determining the net asset value of the Portfolio), to provide risk management insights, and to assist in hedging the investments of the Portfolio. Further information on the proprietary models utilised by the Portfolio are set out in this Appendix A.

Once potential trades have been identified, they will then be executed as quickly and efficiently as possible using the most appropriate execution channel. Trades are executed either electronically using MSL's proprietary trade execution platform or by MSL's team of non-discretionary execution traders. Currently, a large proportion of the trades are executed using automated trade execution algorithms. Trades are executed around-the-clock each day using a diversified network of executing brokers to ensure efficiency of execution is maintained.

The overall process is under continuing development by the Investment Manager and the Sub-Investment Manager and utilises and is committed to extending the range and versatility of the original investment techniques, strategies and markets. As such, subject to the restrictions set out in the Prospectus and this Supplement, MSL may change the number and diversity of markets and instruments traded, directly or indirectly, and deploy new strategies or trading systems where appropriate.

## **USE OF FINANCIAL DERIVATIVE INSTRUMENTS**

The Man Solutions Portfolio may use financial derivative instruments ("FDI") for investment purposes and/or hedging purposes. The extent to which the Man Solutions Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors. The description of the Man Solutions Portfolio's investment objective is set out below. The extent to which the Man Solutions Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations. Investors should refer to the section of the Prospectus entitled "*Certain Investment Risks*" and the "*re*" section of this Supplement for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by the Man Solutions Portfolio in implementing its investment policy. Further detail in relation to the FDI to be used by the Man Solutions Portfolio is set out in the investment policy as set out at *Appendix A - Investment Objective and Policies of the Man Solutions Portfolio*.

### ***Futures***

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide the Portfolio with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A futures position can be created by way of paying a deposit. Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

### ***Forwards***

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the Man Solutions Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

### ***Options***

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Company may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Company will be in accordance with the limits prescribed by the law. The Man Solutions Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.



### *Asset Swapped Convertible Option Transactions (ASCOTS)*

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the Investment Manager in an effort to protect the portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the Investment Manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the Investment Manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the Investment Manager determines that it wishes to realise the value of any gain or loss on this call option.

### *Warrants*

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.

### *Share Purchase Rights*

Share purchase rights, which give the Portfolio the ability but not the obligation to purchase more shares, may be issued to the Portfolio pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate

### **Swaps**

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Company against foreign exchange rate risks. Exchange rate swaps could be used by the Company to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Company to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

Further information in relation to total return swaps is set out below.

### *Swaptions*

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

### *Variance Swaps*

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within the Man Solutions Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the Man Solutions Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the Man Solutions Portfolio cannot fall below zero.

#### *Forward starting variance swaps*

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

#### *Volatility Swaps*

A forward contract whose underlying is the volatility of a given product. Volatility swaps allow investors to trade the volatility of an asset directly. The underlying is usually a foreign exchange rate but could be as well a single name equity or index. Unlike a stock option, which will derive its value from the stock price, these swaps provide pure exposure to volatility alone. Volatility swaps may be used to express a view on future volatility levels, to trade the spread between realised and implied volatility, or to hedge the volatility exposure of other positions.

#### *Dividend Swaps*

A dividend swap consists of a series of payments made between two parties at defined intervals over a fixed term (e.g., annually over 5 years). One party - the holder of the fixed leg - will pay its counterparty a pre-designated fixed payment at each interval. The other party - the holder of the floating leg - will pay its counterparty the total dividends that were paid out by a selected underlying, which can be a single company, a basket of companies, or all the members of an index. The payments are multiplied by a notional number of shares.

#### *Credit default swap ("CDS")*

A CDS is a swap used to transfer the risk of default on an underlying fixed income security from the holder of the fixed income security to the seller of the swap. For example, if a Portfolio buys a CDS (which could be to take a short position in respect of the credit of the fixed income security's issuer or to hedge an investment in the relevant fixed income security), it will be entitled to receive the value of the fixed income security from the seller of the CDS, should the fixed income security's issuer default on its payment obligations under the fixed income security. Where a Portfolio sells a CDS (which is taking a long position in respect of the credit of the fixed income security's issuer) it will receive a fee from the purchaser and hope to profit from that fee in the event that the issuer of the relevant fixed income security does not default on its payment obligations.

#### ***Contracts for Differences***

Contracts for difference ("**CFD**") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

#### ***Embedded Derivatives***

#### *Convertible Bonds*

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder.

#### *Convertible Preference Shares*

Convertible preference shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

#### *Partly Paid Securities*

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

Where the Company enters into an arrangement with a counterparty, MSL's counterparty selection procedures are centred on various factors to ensure that MSL is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

#### *Total Return Swaps*

A total return swap is a bilateral financial contract, which allows the Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset. Where the Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank. The factors which may be taken into account by the Investment Manager in determining whether to use a total return swap in respect of the portfolio may include, without limitation, costs, market access, regulatory requirements (such as, for example, the prohibition on taking direct short positions in respect of an issuer), benefits of netting certain positions within a single Total Return Swap, portfolio benefits or efficient collateral management.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail in the Prospectus at "*Certain Investment Risks – Counterparty Risk*".

### **RISK MANAGEMENT PROCEDURES**

The Manager employs a risk management process in respect of the Company which enables it to accurately measure, monitor and manage the various risks associated with FDI. A statement of this risk management process has been submitted to the Central Bank. The Company will, on request, provide supplementary information to Shareholders relating to any risk management methods to be employed by the Company in respect of any Portfolio, including the quantitative limits that are applied, and any recent developments in the risk and yield characteristics of the main categories of investments. Any FDI contemplated by this Supplement but which are not included in the risk management process will not be utilised until such time as a revised risk management process has been provided to the Central Bank.

The Man Solutions Portfolio is subject to an advanced risk management process in compliance with the UCITS Regulations.

The Man Solutions Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

The value-at-risk of the Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

Where the Company enters into an arrangement with a counterparty, the Investment Manager's counterparty selection procedures are centred on various factors to ensure that the Investment Manager is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

## **FINANCIAL INDICES**

Where a Portfolio invests in a financial index, the Portfolio will ensure that the index satisfies the criteria in Article 53 of the UCITS Directive and Article 9 of the Eligible Assets Directive, including that of being a benchmark for the market to which it refers. For that purpose:

- (a) An index will have a clear, single objective in order to represent an adequate benchmark for the market;
- (b) The universe of the index components and the basis on which these components are selected for the strategy will be clear to investors and competent authorities; and
- (c) If cash management is included as part of the index strategy, the Portfolio will demonstrate that this does not affect the objective nature of the index calculation methodology.

Further to the above and In accordance with the ESMA Guidelines, the Man Solutions Portfolio will not invest in the following financial indices:

- (a) A financial index which has a single component that has an impact on the overall index return which exceeds 20/35%;
- (b) A commodities index which does not consist of different commodities;
- (c) A financial index if it has been created or calculated on the request of a limited number of market participants;
- (d) A financial index whose rebalancing frequency prevents investors from being able to replicate the financial index such as indices which re-balance on an intra-day or daily basis;
- (e) Financial indices which do not disclose the full calculation methodology for investors to replicate the financial index or whose methodology for the selection and re-balancing of components is not based on a set of pre-determined rules and objective criteria or whose methodology permits retrospective changes to previously published index values;

- (f) Financial indices that do not publish their constituents together with their respective weightings, whose index provider accepts payments from potential index components for inclusion in the index or which is not subject to independent valuation.

### **ONGOING DATA CHARGES**

The Portfolio will bear any Ongoing Data Charges (as described in the section of the Prospectus titled (*"Fees and Expenses – Establishment and Operating Expenses"*) incurred in the course of its operations.

### **INVESTMENT OBJECTIVES AND POLICIES OF THE MAN SOLUTIONS PORTFOLIO**

The investment objective and policies of the Man Solutions Portfolio are set out below.

The assets of a Man Solutions Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of that Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Portfolios are set out in Appendix VI to the Prospectus.

At the date of this Supplement, the following Man Solutions Portfolio has been established with the following investment objectives and policies and subject to the restrictions specified in "*Investment Powers and Restrictions*" section of the Prospectus.

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## MAN ALTERNATIVE STYLE RISK PREMIA

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### ***Investment Objective***

Man Alternative Style Risk Premia (the “**Portfolio**”) aims to achieve medium-term absolute returns in all market conditions across liquid asset classes.

### ***Investment Policy***

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the Styles and Strategies as outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities listed or traded on Recognised Markets as described in further detail below under the heading “*Investment Instruments and Asset Classes*”, (ii) exchange-traded and OTC financial derivative instruments, (iii) collective investment schemes as described in further detail below under the heading “*Investment Instruments and Asset Classes*” and (iv) through entering into one or more total return swaps linked to the performance of a reference basket (the “Reference Basket”), as described in further detail below.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled “*Efficient Portfolio Management*”.

The Portfolio may invest principally in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and synthetic short positions as more fully outlined below in the “*Long-Short Investment Strategy*” sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### ***Investment Approach***

The Portfolio may seek to achieve its investment objectives and policies by (a) direct exposure to any or all of the instruments and asset classes referred to at the sub-heading “*Investment Instruments and Asset Classes*” below; and / or (b) indirectly through the use of a total return swap/s (“TRS”) which gives exposure to any or all of the instruments and asset classes referred to at the sub-heading “*Investment Instruments and Asset Classes*” below. When deciding whether to invest directly in underlying assets or achieve exposure through the use of a TRS, the Investment Manager shall assess which approach is the most efficient way of achieving its objective. In this context, the assessment of efficiency will generally be based on cost-effectiveness.

#### **a) Direct Investment Approach**

The investment process is quantitative and systematic, and is underpinned by risk control and ongoing research. The investment process employs computerised processes to identify investment opportunities in markets around the world; asset allocation is a live and continuous process and positions are adjusted across a diverse range of global markets using various instruments set out below. The markets to which the Portfolio may take exposure span a wide variety of asset classes, including equity, fixed income and currency. Exposure to such markets may also be taken through financial derivative instruments, as set out in the “*Investment Instruments and Asset Classes*” section below.

For a complete list of asset classes in which the Portfolio may invest, please refer to the section “*Investment Instruments and Asset Classes*” below.

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets to underlying strategies (“**Strategies**”) which are grouped into four styles (“**Styles**”) (i) Momentum, (ii) Carry, (iii) Value and (iv) Defensive, each of which may provide exposure to any or all of the instruments and asset classes referred to at the sub-heading “*Investment Instruments and Asset Classes*” below.

The four Styles are further described as follows:

- **Momentum** seeks to exploit the tendency of an asset’s recent performance to continue in the near future. Strategies within this Style aim to capture trends across multiple instruments, markets and timeframes. Momentum Strategies buy markets that are trending up and sell markets that are trending down and create positive returns when those trends persist. Sharp reversal in trends will negatively affect such Strategies.
- **Carry** seeks to exploit the tendency for higher yielding assets to outperform lower yielding assets and to capture returns based on the tendency for the implied volatility used in pricing of options of an instrument to be higher than its realised volatility. Carry Strategies create positive returns when the prices of the instruments used remain relatively stable allowing the sought-after differential in yields or volatility to accrue gradually over time. Volatility Carry can be thought of in similar terms to an insurance writing business, where in this case the insurance policy takes the form of financial options contracts. The price of options is driven by an estimate of future market volatility, called implied volatility, and profit is generated for the option writer if the actual realised volatility during the life of the option is lower than the implied volatility used in pricing. Since the motivation of option writers is to make a profit over time, the market clearing price of options shows a tendency to use implied volatilities that are on average greater than realised volatilities, and it is the potential persistence of this difference that creates an investment opportunity for the Volatility Carry strategy. Abrupt market shocks can have negative consequences for Carry Strategies.
- **Value** seeks to exploit the tendency for relatively cheap assets to outperform relatively expensive assets. These Strategies buy assets that appear to be cheap and use FDI to create synthetic short positions in related assets that appear, pursuant to the Investment Manager’s research and analysis, to be expensive, according to the same valuation metric which is appropriate to the asset type (for example, the price to book value, (ie where a company’s current market price is compared to the value of its assets as set out in its financial statements or elsewhere. Lower price to book value may be an indication that a stock is undervalued), is the most likely valuation metric for use in respect of equities). They create positive returns when the assets’ relative valuations converge over time, whereas further divergence of valuation will have negative consequences.
- **Defensive** seeks to exploit the tendency for higher-quality, lower risk assets to generate higher risk-adjusted returns. Strategies within this style aim to capture returns by using proprietary statistical models to rank assets by their risk characteristics such as volatility and market sensitivity (often referred to as Beta), buying those with low risk and using FDI to create synthetic short positions in those with high risk characteristics, whilst maintaining a balanced portfolio risk. These Strategies aim to create positive returns during normal and risk-averse market conditions, however abnormal market conditions or those which may incentivise risk-seeking may result in negative consequences.

Strategies that share similar characteristics are grouped within a Style. New strategies, for example developed as a result of new research, will only be available for investment where these fit within one of the four outlined Styles above.

The Investment Manager actively manages the Portfolio’s exposures to the Strategies, as well as the composition and proportion of the Strategies which comprise the Styles. The Investment Manager works with the wider Man Group to gather strategy and market specific information which the Investment Manager then uses to manage the Portfolio’s exposures to the Styles and their underlying Strategies, which will vary based on the Investment Manager’s ongoing evaluation of investment opportunities.

The underlying Strategies themselves are implemented by investment processes that are systematic in nature, meaning individual investment decisions are not made in a discretionary way, but according to a pre-defined set of rules that are devised by proprietary research by entities within Man Group, who will be appointed as discretionary sub-investment managers by MSL, and implemented in accordance with

computer-based mathematical formulae. These rules guide each Strategy to make investment decisions that create Strategy returns to a given expected level of risk (as measured by volatility of price returns). Allocations to instruments and asset classes are driven by systematic non-discretionary rules of the relevant Strategies, in accordance with computer-based mathematical formulae. These rules are the result of extensive research by Man Group. Individual Strategies are designed and run independently from each other to target a specific investment opportunity within a given Style. The Strategies operate independently of each other, making investment decisions for their underlying instruments without knowledge of, or attention to similar decisions made by other Strategies. As such, one Strategy could be buying a particular instrument while another Strategy may also be buying or selling that instrument.

The allocation process of the Portfolio aims to distribute risk evenly across the different Strategies available, as further described below. Risk in this context is measured by price volatility. Where a Strategy exhibits a higher degree of risk, a lower percentage of the Portfolio's invested capital will be allocated to that Strategy. Where a Strategy exhibits a lower degree of risk, a higher percentage of the Portfolio's capital will be allocated to that Strategy, with the goal of achieving diversified risk contribution from individual Strategies to overall portfolio risk. However, during any period where it is expected that the returns of two or more Strategies will exhibit a high degree of correlation, such Strategies will equally share a risk allocation that otherwise would be allocated to each Strategy individually during the period. Investment decisions in any individual instrument are then a product of the capital allocated to a particular Strategy (through the aforementioned process) and the rules specific to this Strategy.

The Portfolio is managed with the aim of ensuring optimal risk diversification and balance. There is an ongoing review and rebalance process of current allocations versus targets and analysis of position concentrations, realised performance and prevailing market conditions. This process may identify a risk event which may result in a deallocation. The Portfolio is generally intended to have a low correlation to the equity, bond and credit markets and is not designed to match the performance of any hedge fund index. Correlation will be measured by an assessment of the Portfolios returns against appropriate indices determined by the Investment Manager to provide an appropriate benchmark of the performance of global equity, bond and / or hedge fund markets. Correlation values of less than 0.3 are viewed as indicative of a low level of correlation. The Portfolio will seek to mitigate risk through diversification of underlying holdings and through active monitoring of volatility, counterparties and other risk measures. There is no assurance, however, that the Portfolio will achieve the investment objective. The overall risk of the Portfolio is monitored daily. As Strategies have daily liquidity, rebalancing may occur at this frequency or as market and Strategy conditions dictate.

While the allocation process of the Portfolio aims to distribute risk evenly across the different Strategies, the allocation may vary from time to time depending on market circumstances. It is generally expected that no more than 40% of the Portfolio's Net Asset Value will be allocated to any one Strategy. It is expected that generally the Portfolio will, at any one time, have exposure to a minimum of five Strategies. In circumstances where the Investment Manager's analysis indicates that prevailing market conditions are such that the Strategies comprising a particular Style or Styles will not achieve the desired return, the Investment Manager may allocate 0% of the Portfolio's Net Asset Value to Strategies comprising such Style or Styles. Similarly, the Investment Manager's allocation of assets to Strategies comprising a single Style may be unlimited, in line with its analysis of prevailing market conditions.

The Portfolio may invest in Emerging Market securities, however such investment will not exceed 30% of the Portfolio's Net Asset Value. The Portfolio may invest up to 5% of its Net Asset Value in securities traded on Russian markets. The Portfolio may seek exposure to a country or region through investment in companies/instruments traded on stock exchanges or markets located in other jurisdictions.

The Portfolio will only invest, directly or indirectly, in assets with a credit risk rating from a rating agency registered in the EU, or a comparable internal risk assessment from the Investment Manager of the Portfolio. When external ratings are used, the Manager will conduct an additional internal credit risk assessment of the assets in question.

The Portfolio will not actively invest, directly or indirectly, in debt securities for which the credit risk rating is less than a minimum of "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's).



It is not envisaged that the Portfolio will invest in asset-backed securities (“**ABS**”). If this changes in the future, the Portfolio will only invest in ABS for which the aforementioned credit risk rating is a minimum of “Investment Grade” (BBB- from Standard & Poor’s or Fitch, or Baa3 from Moody’s).

In the event that a credit rating of directly or indirectly held debt securities subsequently deteriorates to below “High Yield” (B- from Standard & Poor’s or Fitch, or B3 from Moody’s) (or “Investment Grade” (BBB- from Standard & Poor’s or Fitch, or Baa3 from Moody’s) in the case of ABS), the affected debt securities will be sold within six months, unless they are rated at High Yield (or Investment Grade for ABS) again during this period.

It is not envisaged that the Portfolio will invest in subordinated bonds. If this changes in the future, investment in subordinated bonds which can be converted from debt to equity upon occurrence of a trigger event pre-defined in the contractual terms and conditions, or whose nominal amount can be reduced (so-called CoCo bonds), will only account for a small portion of the Portfolio volume (max. 5%).

#### **b) Indirect Investment Approach through the use of TRS**

The Portfolio may seek to implement the investment policy outlined above in the section headed “Direct Investment Approach” by allocating a substantial portion of its assets into one or more TRS linked to the performance of the Reference Basket. Where the Portfolio seeks to achieve its investment objective by entering into one or more TRS, the constituents of the Reference Basket will be those investments in which the Portfolio may invest directly, as set out in the “*Investment Instruments and Asset Classes*” section below and will be selected by the Investment Manager in accordance with the investment policies set out in the “*Investment Approach – Direct Investment Approach*” section above.

It is expected that the Portfolio’s exposure to equity-based long/short Strategies within the Value and Defensive Styles (as described in more detail in the “*Investment Approach – Direct Investment Approach*” section above) shall be achieved substantially through the use of TRS.

#### **General**

The Investment Manager expects the Portfolio's Net Asset Value over short-term periods to be volatile because of the significant use of instruments that have a leveraging effect. Volatility is a statistical measure of the dispersion of returns of a security or fund or index, as measured by the annualised standard deviation of its returns from the returns as forecasted. The Advisor, on average, will target an annualised volatility level for the Portfolio of up to 8%. Higher volatility generally indicates higher risk. The actual or realised volatility level for longer or shorter periods may be materially higher or lower depending on market conditions. In calculating expected volatility at the Portfolio, Strategy and asset levels, the Investment Manager may use a range of statistical information available at the time of the forecast to analyse current holdings. In making this assessment, the Investment Manager may compare the realised volatility returns of past holdings to the returns forecasted.

For a complete list of asset classes in which the Portfolio may invest, please refer to the section “Investment Instruments and Asset Classes” below.

#### **Investment Instruments and Asset Classes**

The Portfolio may invest in the various instruments set out below when allocating assets in accordance with the investment objective.

#### **Financial Derivative Instruments**

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the “*General Information*” section under the sub-heading “*Use of financial derivative instruments*”.

In general, financial derivatives as set out below may be used to provide exposure to any of the investments listed under the sub-headings “*Transferable Securities*”, “*Money Market Instruments*”, “*Other Collective Investment Schemes*” and “*Deposits, Cash and Cash Equivalents*” as set out in further detail

below in this section, for investment purposes or where the use of them is more efficient or cost effective than direct investment in the underlying asset.

<i>Futures</i>	<p>Futures may be used to gain exposure to a particular market or index. For example, the Investment Manager may use equity index futures to gain exposure to equity markets or futures to gain exposure to volatility index such as VIX or VSTOXX.</p> <p>Interest rate futures and bond futures will be used to give exposure to credit markets.</p>
<i>Forwards</i>	Forwards may be used to gain long or short exposure to currencies and other markets and to take exposure to, or hedge against, a specific market risk.
<i>Options</i>	The Portfolio may invest in exchange traded and OTC call and put options. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security.
<i>Swaps</i>	<p>Swaps (including interest rate swaps, recovery rate swaps, credit default swaps, dividend swaps and volatility swaps) to achieve a profit as well as to hedge existing long and short positions.</p> <p>The Portfolio may undertake TRS in respect of the Reference Basket and/or underlying equities, UCITS-compliant financial indices or bonds. TRS are bilateral financial contracts, which allow the Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset.</p> <p>The net effect of a TRS will be to provide the Portfolio with the economic performance of the Reference Basket / such underlying assets in exchange for the Portfolio paying a floating rate of return to the counterparty. The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank.</p> <p>The counterparties to the TRS are Morgan Stanley Capital Services LLC and Alphas Managed Accounts Platform LXXI Limited. The counterparty risk associated with the TRS is set out in more detail at "Key Risk Factors for the Man Alternative Style Risk Premia Portfolio – Counterparty Risk". The counterparty will assume no discretion in respect of the Portfolio's investments and is not an investment manager of the Portfolio. Please see the "<i>Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps</i>" section of the Prospectus.</p>
<i>Contracts for Differences</i>	Contracts for Differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of equity securities or equity indices.
<i>Embedded Derivatives</i>	None

### Transferable Securities

<i>Equities</i>	The Portfolio may invest in listed equity securities and common stock across all industrial and geographical sectors and market capitalisations.
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<i>Fixed Income</i>	The Portfolio may invest in fixed income investments including fixed and/or floating rate, government and/or corporate bonds with no limitation on investment grade or high yield or bonds. The Portfolio will not actively invest, directly or indirectly, in debt securities for which the credit risk rating is less than a minimum of "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's).
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### **Money Market Instruments**

<i>Money Market Instruments</i>	Money Market Instruments, including short-term investment funds certificates of deposit, commercial paper, bankers' acceptances, negotiable certificates of deposit, government debt securities, floating rate/variable rate notes and other short-term debt obligations may be used for cash management purposes.
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### **Other Collective Investment Schemes**

<i>UCITS</i>	The Portfolio may invest in other UCITS, including exchange traded funds, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.
<i>Alternative Investment Funds</i>	The Portfolio may invest in alternative investment funds which are eligible in accordance with the UCITS requirements and the requirements of the Central Bank.

### **Deposits, cash and cash equivalents**

<i>Bank Deposits</i>	Term deposits may be used for cash management purposes.
<i>Foreign Currency</i>	Foreign currency positions, with no restriction on geographical location or emerging market status, through investment in foreign currencies, foreign currency forwards, foreign currency futures, foreign currency swaps and foreign currency options.
<i>Other Liquid Assets</i>	Other liquid assets, including cash equivalents (such as Treasury bills, bank certificates and bankers' acceptances) and liquid government debt instruments, may be used for cash management purposes.

### **Investment Restrictions**

The Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### **Leverage**

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 51 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the

Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 2,500% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. The sum of the gross notional values may give rise to high leverage as interest rate futures may have large notionals despite a modest bond equivalent exposure. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

#### *Assessment of Value-at-Risk*

The Portfolio will utilise an Absolute VAR approach to measure value-at-risk in accordance with the parameters set out in the “General Information” section.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 100% - 600% for long positions and 100% - 600% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges. These ranges take into account netting and duration adjustments and apply in respect of both the direct investment approach and indirect investment approach.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Fund’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps	100%	200%
Repurchase Agreements & Reverse Repurchase Agreement	0%	100%
Stock Lending	0%	100%

#### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “*Certain Investment Risks*” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Market Risk*” and “*Derivative Instruments Generally*”.

#### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a reasonable return, irrespective of market conditions, over a medium to long term period of a minimum of three years.

The Investment Manager expects that the Portfolio will have an SRRl of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRl calculations, when compared to other investment categories. The SRRl disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRl.

**Base Currency:** USD

### **Management and Performance Fees**

The management in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"D"	"DY"	"I"	"IU"	"DN"	"IN"	"INU"
Management Fee	1.75%	2.00%	1.00%	Up to 1.00%	1.50%	0.75%	Up to 0.75%
Performance Fee	N/A	N/A	N/A	N/A	Up to 20%	Up to 20%	Up to 20%
Benchmark Return	N/A	N/A	N/A	N/A	Reference NAV	Reference NAV	Reference NAV

### **Dealing Terms**

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	11:00 pm each Dealing Day

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## SUBSCRIPTIONS

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**For detailed information concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

For details on the specific Share Classes of the Man Solutions Portfolio please refer to the [Website](#).

### *Dealing Procedures*

Each Business Day is both a Dealing Day and a Valuation Day for the Man Solutions Portfolio.

Applications for Shares should be made on the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion above) to the Administrator. The address for the Administrator is shown below.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline for the Man Solutions Portfolio (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

### *Settlement Procedures*

Cleared subscription monies must be received within four (4) Business Days of the Dealing Day. In circumstances where subscription monies are not received before the Dealing Deadline, Shares will be provisionally allotted. The Company reserves the right to cancel such provisional allotment.

**For further information in respect of settlement procedures concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

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## REDEMPTION OF SHARES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

Each Business Day is both a Dealing Day and a Valuation Day for the Man Solutions Portfolio.

The Shares in each Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share calculated in respect of that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the “*Portfolio Specific Information*” section of this Supplement) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

The relevant contact details of the Administrator can be found in the Application Form.

The Company expects to pay redemption proceeds within four (4) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder’s account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

**For further information in respect of dealing procedures concerning redemptions, please consult the section under the heading “REDEMPTIONS, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

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## FEES AND EXPENSES

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**For further information concerning the below listed fees and expenses, please consult the section under the heading “FEES AND EXPENSES” in the Prospectus.**

### MANAGEMENT FEES

Details of the management fee payable in respect of the Man Solutions Portfolio are set out in the “*Portfolio Specific Information - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

### PERFORMANCE FEES

Details of the performance fee payable in respect of the Man Solutions Portfolio are set out in the “*Portfolio Specific Information - Management and Performance Fees*” section of this Supplement which needs to be read in conjunction with the “*Fees and Expenses*” section of the Prospectus.

#### “N” Share Classes

In the case of the Man Solutions Portfolio, in relation to the “N Share Classes”, the performance fee shall be calculated at the rate set out in the “*Portfolio Specific Information – Management and Performance Fees*” section of the this Supplement as applied aggregate appreciation in the value of the relevant Share Classes, subject to the outperformance of the previous High Water Mark.

The Performance Fee in respect of N Shares will be accrued as at each Valuation Day by applying the rate set out in the table above to any Accumulated Profits attributable to that Share Class. The Performance Fee will be calculated with respect to all outstanding Shares. Performance Fees are liabilities in the relevant Share Class’ accounts and incorporated into the official net asset value of the relevant Share Class.

The calculation of the performance fees is verified by the Depositary.

The Accumulated Profits with respect to any Valuation Day, means the aggregated Net New Appreciation from the last Valuation Day of the preceding performance period to the Valuation Day at which the calculation is made, less any Loss Carryover which existed as at the last Valuation Day of the preceding performance period. Where this number is positive, it is referred to as “Accumulated Profits”. Where this is a negative number it is referred to as the “Loss Carryover”.

On any Valuation Day where the opening Loss Carryover exceeds the Net New Appreciation, no Performance Fee will be accrued. A Performance Fee will not be accrued for a subsequent Valuation Day until Accumulated Profits have been generated. Accordingly, Performance Fees are based on the outperformance of the previous highest Net Asset Value on which a Performance Fee was paid. The Performance fee can only be paid on the subsequent outperformance by the Net Asset Value of a Share Class of the Initial Offer Price of that Share Class.

If at the end of any performance period there are Accumulated Profits a Performance Fee is crystallised and paid and the balance carried forward to the next performance period will be zero. If at the end of any performance period there is a Loss Carryover, this Loss Carryover will be carried over in full.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares have Accumulated Profits, a Performance Fee will become payable equal to the Performance Fee attributable to the Accumulated Profits at the Valuation Day immediately preceding the Dealing Day on which the redemption is effected, multiplied by the Redemption Adjustment Factor. Any Accumulated Profits relating to the redeemed Shares will be deducted from the overall Accumulated Profits balance.

In the event that the Shareholder redeems a portion of its Shares at a time in which the Shares are subject to a Loss Carryover, the amount of such Loss Carryover at the relevant Dealing Day applicable to the redemption shall be reduced by multiplying it by the Redemption Adjustment Factor. This reduced Loss Carryover amount will be carried over as the opening Loss Carryover balance.



“Net New Appreciation” means the trading profit or loss for the Valuation Day after the deduction of Management Fees and all other Portfolio expenses but prior to the deduction of Performance Fees.

“Redemption Adjustment Factor” means a percentage equal to 100% multiplied by a fraction, the numerator of which is the aggregate number of Shares held by the relevant Shareholder to be redeemed, and the denominator of which is the aggregate number of Shares immediately prior to such redemption.

The Performance Fees are not calculated using an equalisation or series accounting methodology. As a result, the impact of the Performance Fee on a Shareholder will be different than if performance fees were individually calculated for each Shareholder based on the performance of that Shareholder’s investment. Whether a Shareholder is disadvantaged or advantaged by this will depend on the timing of investments by that Shareholder and on the performance of the relevant Share Class.

### Calculation Date

In the case of the Man Solutions Portfolio, the Calculation Date for the performance fee calculation is as set out below:

Calculation Date	Portfolio
The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.	Man Alternative Style Risk Premia

If a Share is redeemed at any time other than at a Calculation Date, any performance fee that has been accrued in respect of the redeemed Share will crystallise and be paid by the Company to the Manager as soon as possible at the beginning of the month immediately following the month in which such redemption takes place. For the purposes of calculating the performance fees, a performance period shall generally commence on the Business Day following the immediately preceding Calculation Date and end on the Calculation Date as at which the performance fee is to be calculated. If, however, a Share was redeemed between the immediately preceding Calculation Date and the Calculation Date as at which the performance fee is to be calculated, the performance period for that Share shall commence on the Business Day following the immediately preceding Calculation Date or the date of issuance of the Share, as applicable, and end on the Redemption Date of that Share. As performance fees are accrued on each Valuation Day, performance fees are reflected in the subscription price of Shares issued during a performance period.

In the case of Share Classes which have yet to commence trading, the first calculation period following the issue of such Shares will run from the end of the relevant Initial Offer Period, or such later date at which they may be issued in accordance with the provisions of this Supplement, to the next following Calculation Date.

### ESTABLISHMENT EXPENSES

The establishment expenses and amortisation period of the Man Solutions Portfolio are set out in the table below.

Name of Fund	Formation Expenses	Amortisation Period	Fully Amortised
Man Alternative Style Risk Premia	USD 50,000	36 months	No

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## DISTRIBUTION POLICY

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The Man Solutions Portfolio may be comprised of accumulation Share Classes and Dist Share Classes. Further detail in respect of the distribution policy is set out in the “*Distribution Policy*” section of the Prospectus.

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## **STOCK EXCHANGE LISTING**

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Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Man Solutions Portfolio on the Official List and trading on the Global Exchange Market or Main Securities Market of the Irish Stock Exchange shall be set out on [www.ise.ie](http://www.ise.ie).

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## THE DISTRIBUTOR

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The Manager has appointed Man Investments AG (“**MIAG**”) as non-exclusive distributor in relation to the distribution and sale of Shares in the Man Solutions Portfolio.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, MIAG has agreed to distribute the Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days’ notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party’s assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party’s jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG’s appointment in relation to the Portfolios, upon the termination of the Management Agreement.

The appointment of MIAG under the MIAG Distribution Agreement is not exclusive and the Manager is entitled to appoint other persons to provide distribution services to the Company, or any Portfolio. In this regard, the Manager has appointed GLG LP to act as distributor of the Man GLG Portfolios and details in respect of such services are set out in the Prospectus.

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## THE PROSPECTUS

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This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the Man Solutions Portfolio.

1. Important Information
2. Investment Objective and Policies
3. Investment Powers and Restrictions
4. Efficient Portfolio Management
5. Certain Investment Risks
6. Borrowing Policy and Leverage
7. Subscriptions
8. Redemption, Conversion and Transfer of Shares
9. Fees and Expenses
10. Distribution Policy
11. Determination and Publication and Temporary Suspension of Net Asset Value;
12. Termination of Portfolios;
13. The Company
14. The Manager
15. Fund Administration
16. The Depositary
17. The Distributor
18. Local Intermediaries
19. Taxation;
20. General;
  - (a) The Share Capital;
  - (b) Variation of Share Capital;
  - (c) Variation of Shareholder Rights;
  - (d) Voting Rights;
  - (e) Memorandum and Articles of Association;
  - (f) Conflicts of Interest;

- (g) Meetings;
  - (h) Reports and Accounts;
  - (i) Account Communications;
  - (j) Confidential Information;
  - (k) Periodic Reports;
  - (l) Winding Up;
  - (m) Material Contracts; and
  - (n) Documents for Inspection;
- 21. Appendix I – Definitions;
  - 22. Appendix II – Definition of US Person;
  - 23. Appendix III – Recognised Markets;
  - 24. Appendix IV – Additional Distribution and Selling Restrictions; and
  - 25. Appendix V – Delegates and Sub-Delegates of the Depositary

The directors of Man Funds VI plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MAN FUNDS VI PLC**

### **SUPPLEMENT IN RESPECT OF THE GLG LLC PORTFOLIO**

(Portfolios of Man Funds VI plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

#### **INVESTMENT MANAGER**

##### **GLG LLC**

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The Investment Manager is a member of Man Group plc.

This Supplement is dated 3 January 2018 and forms part of, and should be read in the context of, and together with the Prospectus dated 3 January 2018, as may be amended from time to time (the “Prospectus”), in relation to Man Funds VI plc (the “Company”) and contains information relating to Man GLG Global Emerging Markets Debt Total Return (the “GLG LLC Portfolio”) which is a separate portfolio of the Company, which issues the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## INDEX

### Page No

Important Information.....	3
The Investment Manager.....	5
Portfolio Specific Information .....	6
Subscriptions .....	15
Redemption of Shares .....	16
Fees and Expenses .....	17
Distribution Policy .....	19
Stock Exchange Listing .....	20
The Prospectus.....	22



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## IMPORTANT INFORMATION

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Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the “**Central Bank**”) as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the “**Prospectus**”), which sets out general information in relation to the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “*Company’s Liabilities*” under the section of the Prospectus titled “*Certain Investment Risks*”.

### THE GLG LLC PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to the following separate Portfolios of the Company (the “**GLG LLC Portfolio**”):

Man GLG Global Emerging Markets Debt Total Return
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GLG LLC, a member of the Man Group plc group of companies, has been appointed as investment manager of the GLG LLC Portfolio and further information in relation to GLG LLC is set out in the section of this Supplement entitled “*The Investment Manager*”.

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of the GLG LLC Portfolio.

### TERMINATION OF PORTFOLIOS

The Company may terminate the GLG LLC Portfolio, and redeem all of the Shares of such Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled “*Termination of Portfolios*”.

### OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company’s latest annual report and audited reports and/or half-yearly report and unaudited accounts

(as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of the GLG LLC Portfolio.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**An investment in the GLG LLC Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

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## THE INVESTMENT MANAGER

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### THE INVESTMENT MANAGER

The Manager has appointed GLG LLC as investment manager to the Company responsible for providing discretionary investment management and advisory services in respect of the GLG LLC Portfolio.

GLG LLC is an indirect wholly owned subsidiary of Man Group plc, a global alternative investment management business that provides a range of fund products and investment management services for institutional and private investors globally. GLG LLC is registered with the SEC as an investment adviser under the Investment Advisers Act of 1940, as amended with its principal business address at 452 Fifth Avenue, 27th Floor, New York, NY 10018.

The Investment Management Agreement dated 3 January 2018 between the Manager and GLG LLC (the "Investment Management Agreement") provides that in the absence of negligence, wilful default, fraud or bad faith, neither GLG LLC nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Investment Management Agreement, in no circumstances shall GLG LLC be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Investment Management Agreement. The Manager is obliged under the Investment Management Agreement to indemnify GLG LLC from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by GLG LLC in connection with the performance of its duties and/or the exercise of its powers under the Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the Investment Management Agreement, GLG LLC is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Investment Management Agreement and provided further that GLG LLC shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of GLG LLC. GLG LLC will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The appointment of GLG LLC under the Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company.

The Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the Agreement or commit persistent breaches of the Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Investment Management Agreement may also terminate forthwith on the termination of the Management Agreement.

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## PORTFOLIO SPECIFIC INFORMATION

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### INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolio is set out in the section of the Prospectus titled “*Investment Powers and Restrictions*”.

### EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled “*Efficient Portfolio Management*”.

For the purposes of the section titled “*Efficient Portfolio Management – Currency Transactions*” it should be noted that the base currency of the GLG LLC Portfolio is set out below or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the GLG LLC Portfolio, GLG LLC may hedge the investments in the GLG LLC Portfolio against currency fluctuations that are adverse to the base currency of the relevant Portfolio.

### BORROWING POLICY AND LEVERAGE

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty.

In addition, the Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, each Portfolio will remain subject to the value-at risk provisions set out in this Supplement.

### USE OF FINANCIAL DERIVATIVE INSTRUMENTS

The GLG LLC Portfolio may use financial derivative instruments (“FDI”) for investment purposes and/or hedging purposes. The extent to which the GLG LLC Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors on an individual Portfolio basis. The description of the GLG LLC Portfolio’s investment objective is set out below. The extent to which the GLG LLC Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations. Investors should refer to the section of the Prospectus entitled “*Certain Investment Risks*” and the “*Portfolio Specific Information - Risk Considerations of the Portfolio*” section of this Supplement for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by the GLG LLC Portfolio in implementing their investment policy. Further detail in relation to the FDI to be used by each specific Portfolio is set out in the investment policy for each Portfolio.

#### ***Futures***

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide a Portfolio with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A

futures position can be created by way of paying a deposit. Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

### **Forwards**

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the GLG LLC Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

### **Options**

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Company may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Company will be in accordance with the limits prescribed by the law. The GLG LLC Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.

### ***Asset Swapped Convertible Option Transactions (ASCOTS)***

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the Investment Manager in an effort to protect a portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the Investment Manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the Investment Manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the Investment Manager determines that it wishes to realise the value of any gain or loss on this call option.

### ***Warrants***

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.

### ***Share Purchase Rights***

Share purchase rights, which give a Portfolio the ability but not the obligation to purchase more shares, may be issued to a Portfolio pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate

### **Swaps**

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Company against foreign exchange rate risks. Exchange rate swaps could be used by the Company to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Company to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

Further information in relation to total return swaps is set out below.

#### *Swaptions*

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

#### *Variance Swaps*

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within the GLG LLC Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the GLG LLC Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the GLG LLC Portfolio cannot fall below zero.

#### *Forward starting variance swaps*

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

#### *Volatility Swaps*

A forward contract whose underlying is the volatility of a given product. Volatility swaps allow investors to trade the volatility of an asset directly. The underlying is usually a foreign exchange rate but could be as well a single name equity or index. Unlike a stock option, which will derive its value from the stock price, these swaps provide pure exposure to volatility alone. Volatility swaps may be used to express a view on future volatility levels, to trade the spread between realised and implied volatility, or to hedge the volatility exposure of other positions.

### *Dividend Swaps*

A dividend swap consists of a series of payments made between two parties at defined intervals over a fixed term (e.g., annually over 5 years). One party - the holder of the fixed leg - will pay its counterparty a pre-designated fixed payment at each interval. The other party - the holder of the floating leg - will pay its counterparty the total dividends that were paid out by a selected underlying, which can be a single company, a basket of companies, or all the members of an index. The payments are multiplied by a notional number of shares.

### **Contracts for Differences**

Contracts for difference ("CFD") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

### **Embedded Derivatives**

#### *Convertible Bonds*

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder.

#### *Convertible Preference Shares*

Convertible preference shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

#### *Partly Paid Securities*

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

Where the Company enters into an arrangement with a counterparty, GLG LLC's counterparty selection procedures are centred on various factors to ensure that GLG LLC is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

#### *Total Return Swaps*

A total return swap is a bilateral financial contract, which allows a Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset. Where a Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank. The factors which may be taken into account by the Investment Manager in determining whether to use a total return swap in respect of a portfolio may include, without limitation, costs, market access, regulatory requirements (such as, for example, the prohibition on taking direct short positions in

respect of an issuer), benefits of netting certain positions within a single Total Return Swap, portfolio benefits or efficient collateral management.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail in the Prospectus at "*Certain Investment Risks – Counterparty Risk*".

## **RISK MANAGEMENT PROCEDURES**

The GLG LLC Portfolio is subject to an advanced risk management process in compliance with the UCITS Regulations. The GLG LLC Portfolios will utilise an "Absolute VAR" approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period, will be no greater than 20% of the Net Asset Value of the Portfolio.

The value-at-risk of a Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

## **INVESTMENT OBJECTIVES AND POLICIES OF THE GLG LLC PORTFOLIO**

The investment objective and policies of the GLG LLC Portfolio is set out below.

The assets of the GLG LLC Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of that Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Portfolio is set out in Appendix VI to the Prospectus.

At the date of this Supplement, the following GLG LLC Portfolio has been established with the following investment objectives and policies and subject to the restrictions specified in "*Investment Powers and Restrictions*" section of the Prospectus.



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## MAN GLG GLOBAL EMERGING MARKETS DEBT TOTAL RETURN

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### *Investment Objective*

Man GLG Global Emerging Markets Debt Total Return's investment objective is to achieve a return in all market conditions over the long term primarily through investment in a portfolio of fixed income securities denominated in local currency or in the currencies of OECD countries and/or derivatives (as described below).

### *Investment Policy*

**An investment in the UCITS should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Portfolio will invest primarily in a diversified portfolio of fixed income securities (e.g. bonds) either directly, or indirectly via the use of derivatives (as described below). The fixed income securities will either be issued by companies which provide exposure to emerging markets or which have their registered office in emerging markets around the world, or be issued or guaranteed by governments, government agencies and supranational bodies in emerging markets. There is no limit on the Portfolio's Net Asset Value which may be invested in such emerging market securities or in non-investment grade securities. Please refer to the "*Certain Investment Risks – Market Risk*" and "*Certain Investment Risks – Emerging Markets*" section of this Prospectus for information in relation to the risks of investing in emerging markets.

In pursuing its investment objective, the Portfolio may use the derivative instruments set out below. The Portfolio typically aims to create returns through long exposure to positive returns in the investments specified herein, however, it may also seek to apply a long/short investment strategy through the use of "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section.

The Portfolio may take long or synthetic short positions in any asset class in which it invests, however, it is intended to typically maintain a net long portfolio weighting.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 25% of the Net Asset Value of the Portfolio.

It is not intended that the Fund will have a specific focus in terms of industry, sector or market capitalisation. The Fund may invest in a limited number of investments which can increase the volatility of performance.

As outlined herein, the Portfolio may seek to achieve its investment objective through investment in currency forwards and credit default swaps and in such circumstances, the remaining cash in the Portfolio may be invested in US treasury bills and US treasuries or other liquid assets as set out below. The Portfolio may also invest in rights (including sub-underwriting). The Investment Manager may also retain a significant proportion of the Portfolio in cash and other liquid assets as set out below.

The Portfolio may invest principally in financial derivative instruments.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include depositary receipts. The emerging market securities in which the Portfolio invests may be listed or traded on Recognised Markets in developed markets and/or may be issued by issuers domiciled in developed markets which provide emerging markets exposure.

The Portfolio aims to capture the majority of the upside in the emerging market debt universe while limiting the downside risk (ie the magnitude of potential losses resulting from significant market movements) through application of the factors set out below in determining the investments to be made.

The Investment Manager's investment universe is comprised of emerging market fixed income securities and currency forwards (including non-deliverable forwards) and credit default swaps on the emerging market countries. The Investment Manager may, however, in its discretion, invest in fixed income securities

of issuers of other countries which are developed markets where the Investment Manager believes that these markets should be considered as emerging markets (for example where the Investment Manager believes that a particular country exhibits characteristics of emerging markets such as low levels of income or an undeveloped market) without generally being recognised as such. The Investment Manager will select investments from the investment universe based on three factors: (i) the evaluation of the fundamental quality of the asset being purchased (such as credit quality, evolution of the balance of payments of countries and other economic factors, including inflation rates and monetary policy); (ii) degree of attractiveness of the asset valuation (through analysing anticipated returns of potential investments, including comparison of the spreads, currency valuations and levels of local interest rates); and (iii) the number of market participants invested in such assets.

The Portfolio aims to implement a diversified portfolio generating risk-adjusted returns through various market conditions and to provide a consistent track record without reference to a benchmark index. However, the Portfolio does not imply there is any protection of capital or guarantee of a positive return over time. The Portfolio is subject to market risks at any time. The Portfolio will be actively managed aiming to achieve total returns to investors without reference to any market index weightings.

The Investment Manager may invest up to 10% of the Portfolio's Net Asset Value in equity securities issued by companies which have their registered office in and with an official listing on a major stock exchange or other regulated market of an emerging market country as well as those companies which carry out a significant part of their business activities in any emerging market country.

The Portfolio may invest up to 25% of its Net Asset Value in aggregate in convertible bonds (which may embed derivatives and/or leverage) and options.

Although the primary focus will be on emerging market fixed income investment, the Portfolio may also seek to achieve its investment objective by trading in global currencies.

Where the Investment Manager believes that it is in the best interests of the Portfolio, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents, liquid government debt instruments and money market instruments (including treasury bills, certificates of deposit, commercial paper and bankers acceptances). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes (including ETFs). The Portfolio may hold ancillary liquid assets.

In pursuing its investment objective, the Portfolio may use derivative instruments such as options (including currency options), swaptions, swaps (including credit default swaps and interest rate swaps), futures (including currency and interest rate futures) and currency forward contracts (including non-deliverable forwards). These instruments may be used for hedging purposes and/or investment purposes. Swaps may be used to achieve a profit as well as to hedge existing long positions. Futures contracts may be used to hedge against currency or interest rate risk or to gain exposure to a particular risk type. Currency options and forward contracts may be used to hedge or to achieve exposure to a change in the value of a currency. Put or call options may also be utilised for investment or hedging purposes to gain exposure to collective investment schemes (including ETFs). Swaptions may be used to hedge or achieve exposure to changes in the level of interest rates.

**Investors should note that there can be no guarantee that the Portfolio will achieve its investment objective nor that wealth will be preserved.**

#### *Long-Short Investment Strategy*

As disclosed above, the Portfolio typically aims to create returns through long exposure to the assets mentioned, however, it may also seek to apply a long/short investment strategy and may take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions through the use of the use of forwards, futures, options and swaps (as referenced below). The Portfolio's market exposure may vary in time and typically range from between 30% to 200% for long positions and 0% to

100% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 250% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives. The Portfolio will utilise an "Absolute VAR" approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value at risk using the Absolute VaR approach on a daily basis.

### ***Securities Financing Transactions***

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	0%	100%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

### ***Risk Considerations of the Portfolio***

Investors are referred to the section of the Prospectus entitled "Certain Investment Risks" and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors "*Investment and Repatriation Restrictions*", "*Repurchase and Reverse Repurchase Agreements*", "*Market Risk*", "*Fixed Income Securities*", "*Emerging Markets and Frontier Markets*", "*Derivative Instruments Generally*" and "*Non-Investment Grade Securities*".

### ***Profile of the Typical Investor***

Investment in the Portfolio is suitable for investors seeking long-term capital growth with an investment horizon of at least five years.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor

Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRII.

**Base Currency:** USD

### **Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"D"	"DR"	"DL"	"DLY"	"DY"	"DMF"	"I"	"IL"	"IMF"	"IU"	"ILU"
Management Fee	1.50%	Up to 1.50%	1.25%	1.50%	1.75%	1.25%	0.75%	0.50%	0.50%	Up to 0.75%	Up to 0.50%
Performance Fee	N/A	N/A	20%	20%	N/A	20%	N/A	20%	20%	N/A	Up to 20%
Benchmark Return	N/A	N/A	LIBOR Benchmark +3.75%	LIBOR Benchmark +3.75%	N/A	Fixed Rate Return of 5% per annum	N/A	LIBOR Benchmark +3.75%	Fixed Rate Return of 5% per annum	N/A	LIBOR Benchmark +3.75%

### **Dealing Terms**

Subscription Deadline (Irish Time)	Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin, London and New York are open for normal banking business	9:00 pm each Dealing Day

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## SUBSCRIPTIONS

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**For detailed information concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

For details on the specific Share Classes of the Portfolios please refer to the [Website](#).

### *Dealing Procedures*

Each Business Day is both a Dealing Day and a Valuation Day for the GLG LLC Portfolio.

Applications for Shares should be made on the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion above) to the Administrator. The address for the Administrator is set out in the Application Form.

Where the applicant is an existing Shareholder, the relevant Application Form may be submitted to the Administrator by facsimile or by any other form of electronic communication agreed in advance by the Administrator. The relevant contact details of the Administrator can be found in the Application Form.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline for the GLG LLC Portfolio (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

### *Settlement Procedures*

Cleared subscription monies must be received within three (3) Business Days of the Dealing Day. In circumstances where subscription monies are not received before the Dealing Deadline, Shares will be provisionally allotted. The Company reserves the right to cancel such provisional allotment.

**For further information in respect of settlement procedures concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

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## REDEMPTION OF SHARES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

Each Business Day is both a Dealing Day and a Valuation Day for the GLG LLC Portfolio.

The Shares in each Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share calculated in respect of that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

The relevant contact details of the Administrator can be found in the Application Form.

The Company expects to pay redemption proceeds within three (3) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder’s account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

**For further information in respect of dealing procedures concerning redemptions, please consult the section under the heading “REDEMPTIONS, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

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## FEES AND EXPENSES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

### MANAGEMENT FEES

Details of the management fee payable in respect of the GLG LLC Portfolio are set out in the *“Portfolio Specific Information - Management and Performance Fees”* section of this Supplement which needs to be read in conjunction with the *“Fees and Expenses”* section of the Prospectus.

### PERFORMANCE FEES

Details of the performance fee payable in respect of the GLG LLC Portfolio are set out in the *“Portfolio Specific Information - Management and Performance Fees”* section of this Supplement which needs to be read in conjunction with the *“Fees and Expenses”* section of the Prospectus.

### “N” Share Classes

In the case of the GLG LLC Portfolio, in relation to the “N Share Classes”, the performance fee shall be calculated at the rate set out in the relevant table located in the *“Portfolio Specific Information – Management and Performance Fees”* sub-section of the this Supplement as applied on the aggregate appreciation in value on each investor’s Shares in the relevant “N” Share Class, subject to the provisions in the “Fees and Expenses” section of the Prospectus that a performance fee will only be payable in respect of increases above the Reference NAV.

The appreciation in Net Asset Value in respect of each investor’s Shares in the relevant “N” Share Class shall be calculated as at each Calculation Date by deducting the “Reference NAV” for those Shares from the “Closing NAV” of those Shares for that performance period (the “Current Appreciation”). For the purposes of such calculation, the “Reference NAV” for each Share shall be the higher of the last Net Asset Value per Share as at which a performance fee was payable in respect of that Share or, in the case of Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued. The “Closing NAV” shall be the Net Asset Value per Share at the Calculation Date as at which the calculation is being made before accrual of the performance fee, except that in respect of an investor who redeems Shares in that performance period other than as at the Calculation Date, the Closing NAV shall be the Net Asset Value per Share at the date of redemption, before accrual of the performance fee.

As further described below, calculating the performance fee on a Share-by-Share basis is done in order to maintain a single Net Asset Value per Share within each Class. As of each Calculation Date, the aggregate amount of Current Appreciation in the Net Asset Value with respect to all Shares within a Class for the relevant performance period is determined. A performance fee equal to a percentage of such aggregate amount of Current Appreciation over the amount of the investors benchmark return for those Shares (as disclosed in the relevant Supplement) is charged to such Class as a whole. This means that, where a performance fee is payable in respect of a Class, the Net Asset Value per Share of all Shares in that Class is reduced equally to reflect the payment of the per Share average of the aggregate performance fee for the Class as a whole and not the individual performance of those Shares during the relevant performance period. Accordingly, it is possible that the Net Asset Value of Shares in a Class held by a Shareholder may reflect the payment of a performance fee even though the Net Asset Value of such Shares experienced no appreciation or even depreciated during the relevant period. Since the Net Asset Value per Share of all Shares within each Class is reduced to reflect the payment of the performance fee attributable to such Class, it is also possible that the Net Asset Value of Shares held by a Shareholder may bear a disproportionate amount of the performance fee in relation to the actual appreciation that such Shares experienced during the relevant period. However, the performance fee attributable to a Share that is redeemed at any time other than at a Calculation Date shall be based on the difference between the Closing NAV of such Share (before accrual of the performance fee) as of the end of the Dealing Day on which such Share is redeemed and the Reference NAV of such Share. Accordingly, when a Share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such Share could be different from the performance fee that would be payable if such Share was not redeemed until

the Calculation Date; and (ii) the holder redeeming such Share would not get the benefit of, or suffer the disadvantage of, the allocation of the performance fee across the Class as a whole.

In the case of the “N” Share Classes, there is no benchmark return and a performance fee will be payable in respect of the aggregate appreciation in value on each investor’s Shares in that Class, subject to the provisions above in respect of the Reference NAV.

### **Calculation Date**

In the case of the GLG LLC Portfolio, the Calculation Date for the performance fee calculation is as set out below:

<b>Calculation Date</b>	<b>Portfolio</b>
The performance fee is calculated annually in arrears as at the last Business Day in the twelve month period ending on 31 December in each year.	Man GLG Global Emerging Markets Debt Total Return

### **ESTABLISHMENT EXPENSES**

The establishment expenses and amortisation period of the GLG LLC Portfolio are set out in the table below.

<b>Name of Fund</b>	<b>Formation Expenses</b>	<b>Amortisation Period</b>	<b>Fully Amortised</b>
Man GLG Global Emerging Markets Debt Total Return	EUR 50,000	36 months	No

The amortisation period will commence immediately upon the launch of the GLG LLC Portfolio.



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## DISTRIBUTION POLICY

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The GLG LLC Portfolio may be comprised of accumulation Share Classes and Distribution Share Classes. Further detail in respect of the distribution policy is set out in the “*Distribution Policy*” section of the Prospectus.

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## **STOCK EXCHANGE LISTING**

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Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the GLG LLC Portfolio on the Official List and trading on the Global Exchange Market or Main Securities Market of the Irish Stock Exchange shall be set out on [www.ise.ie](http://www.ise.ie).

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## THE DISTRIBUTOR

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The Manager has appointed Man Investments AG (“**MIAG**”) as non-exclusive distributor in relation to the distribution and sale of Shares in the Man AHL Portfolios.

Under the Distribution Agreement dated 14 October 2010 between the Manager and MIAG, MIAG has agreed to distribute the Shares in the Portfolios directly to investors and to establish, optimise, co-ordinate and maintain global distribution networks regarding the distribution of the Shares in the Portfolios via independent sub-distributors appointed by MIAG.

MIAG is obliged to carry out its duties in accordance with applicable laws. Under the Distribution Agreement, none of MIAG (or its shareholders, directors, officers, employees and agents), nor its respective successors or assigns, shall be liable to the Manager in respect of any act or omission, except that MIAG shall be liable to the Manager for acts or omissions by it or any of its shareholders, directors, officers, employees and agents with respect to the provision of services under the Agreement which constitute negligence, wilful default, fraud or bad faith. Where any action or proceeding is threatened against MIAG by a third party as a result of any act, omission or error on the part of any Portfolio and in the absence of the negligence, wilful default, fraud or bad faith of MIAG, the Manager has agreed to indemnify MIAG against any liability, penalty, fine, cost or expense reasonably incurred by MIAG (including, without limitation, legal expenses) out of the assets of the relevant Portfolio.

The Distribution Agreement will continue in force until terminated by either party thereto on ninety (90) days' notice in writing to the other party. In addition, either party may terminate the Distribution Agreement in the event that (i) an administrator is appointed over the other party, if a receiver is appointed over the other party's assets, or in the event that the other party becomes insolvent, goes into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation) or seeks to enter into an arrangement with creditors or is subject to analogous proceedings in accordance with the laws applicable to that party's jurisdiction; (ii) the Distribution Agreement, or any portion thereof is determined to be in violation of any applicable law or any jurisdiction or regulatory authority; and (iii) in respect of MIAG's appointment in relation to the Portfolios, upon the termination of the Management Agreement.

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## THE PROSPECTUS

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This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the GLG LLC Portfolio.

1. Important Information
2. Investment Objective and Policies
3. Investment Powers and Restrictions
4. Efficient Portfolio Management
5. Certain Investment Risks
6. Borrowing Policy and Leverage
7. Subscriptions
8. Redemption, Conversion and Transfer of Shares
9. Fees and Expenses
10. Distribution Policy
11. Determination and Publication and Temporary Suspension of Net Asset Value;
12. Termination of Portfolios;
13. The Company
14. The Manager
15. Fund Administration
16. The Depositary
17. The Distributor
18. Local Intermediaries
19. Taxation;
20. General;
  - (a) The Share Capital;
  - (b) Variation of Share Capital;
  - (c) Variation of Shareholder Rights;
  - (d) Voting Rights;
  - (e) Memorandum and Articles of Association;
  - (f) Conflicts of Interest;

- (g) Meetings;
  - (h) Reports and Accounts;
  - (i) Account Communications;
  - (j) Confidential Information;
  - (k) Periodic Reports;
  - (l) Winding Up;
  - (m) Material Contracts; and
  - (n) Documents for Inspection;
- 21. Appendix I – Definitions;
  - 22. Appendix II – Definition of US Person;
  - 23. Appendix III – Recognised Markets;
  - 24. Appendix IV – Additional Distribution and Selling Restrictions; and
  - 25. Appendix V – Delegates and Sub-Delegates of the Depositary



The directors of Man Funds VI plc (the “Directors”) listed in the Prospectus under the heading “THE COMPANY”, accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

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## **MAN FUNDS VI PLC**

### **SUPPLEMENT IN RESPECT OF THE MAN GLG PORTFOLIOS**

(Portfolios of Man Funds VI plc, an umbrella fund with segregated liability between Portfolios authorised by the Central Bank of Ireland pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011, as amended)

#### **INVESTMENT MANAGER**

##### **GLG PARTNERS LP**

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The Investment Manager is a member of Man Group plc.

This Supplement is dated 3 January 2018 and forms part of, and should be read in the context of, and together with the Prospectus dated 3 January 2018, as may be amended from time to time (the “Prospectus”), in relation to Man Funds VI plc (the “Company”) and contains information relating to Man GLG European Alpha Alternative, Man GLG Alpha Select Alternative, Man GLG European Equity Alternative, Man GLG Global Equity Alternative, Man GLG European Alpha Alternative Enhanced, Man GLG Cred-Eq Alternative, Man GLG European Mid-Cap Equity Alternative, Man GLG Unconstrained Emerging Equity, Man NewSmith UK Equity Alternative, Man GLG Innovation Equity Alternative and Man GLG Global Fundamental Equity (each a “Man GLG Portfolio” and together the “Man GLG Portfolios”) which are separate portfolios of the Company, which issue the Share Classes outlined in this Supplement.

This Supplement should be read in conjunction with the general description of the Company contained in the Prospectus. All information contained in the Prospectus is deemed incorporated herein. Words and expressions not specifically defined in this Supplement bear the same meaning as that attributed to them in the Prospectus. To the extent that there is any inconsistency between this Supplement and the Prospectus, this Supplement shall prevail.

## INDEX

### Page No

Important Information.....	3
The Investment Manager.....	5
Portfolio Specific Information .....	7
Subscriptions .....	70
Redemption of Shares .....	71
Fees and Expenses .....	72
Distribution Policy .....	75
Stock Exchange Listing .....	76
The Prospectus.....	78



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## IMPORTANT INFORMATION

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Statements made in this Supplement are, except where otherwise stated, based on the law and practice currently in force in Ireland and are subject to change.

The Company is authorised and regulated by the Central Bank of Ireland (the “**Central Bank**”) as a UCITS.

This Supplement forms part of, and should be read in the context of, and together with the Prospectus as may be amended from time to time (the “**Prospectus**”), which sets out general information in relation to the Company.

As the Company is availing of the provisions of the Investment Funds, Companies and Miscellaneous Provisions Act, 2005, it is intended that each Portfolio will have segregated liability from the other Portfolios and that the Company will not be liable as a whole to third parties for the liability of each Portfolio. However, investors should note the risk factor “*Company’s Liabilities*” under the section of the Prospectus titled “*Certain Investment Risks*”.

### THE MAN GLG PORTFOLIOS

The Company offers a choice of Portfolios, each of which issues separate Share Classes to allow investors a choice of strategic allocation.

This Supplement contains information relating to the following separate Portfolios of the Company (the “**Man GLG Portfolios**”):

Man GLG European Alpha Alternative
Man GLG Alpha Select Alternative
Man GLG European Equity Alternative
Man GLG Global Equity Alternative
Man GLG European Alpha Alternative Enhanced
Man GLG Cred-Eq Alternative
Man GLG European Mid-Cap Equity Alternative
Man GLG Unconstrained Emerging Equity
Man NewSmith UK Equity Alternative
Man GLG Innovation Equity Alternative
Man GLG Global Fundamental Equity

GLG Partners LP (“**GLG LP**”), a member of the Man Group plc group of companies, has been appointed as investment manager of each of the Man GLG Portfolios and further information in relation to GLG LP is set out in the section of this Supplement entitled “*The Investment Manager*”.

Save as otherwise set out herein, the provisions of the Prospectus shall apply in respect of each of the Man GLG Portfolios.

### TERMINATION OF PORTFOLIOS

The Company may terminate any Man GLG Portfolio, and redeem all of the Shares of such Portfolio or of a Share Class in the circumstances set out in the section of the Prospectus entitled “*Termination of Portfolios*”.

### OTHER INFORMATION

No person has been authorised to give any information or to make any representation in connection with the offering or placing of Shares other than those contained in this Supplement and the reports referred to below and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Supplement (whether or not accompanied by the reports), or any issue of Shares, shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date of this Supplement.

The distribution of this Supplement and the offering and placing of Shares in certain jurisdictions may be restricted and, accordingly, persons into whose possession this Supplement comes are required by the Company to inform themselves about and to observe such restrictions. This Supplement does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Distribution of this Supplement is not authorised unless it is accompanied by a copy of the Prospectus and the Company's latest annual report and audited reports and/or half-yearly report and unaudited accounts (as applicable). These documents, delivered together, will comprise a complete current Prospectus for the offering of Shares of the Man GLG Portfolios.

Prospective investors should seek the advice of their legal, tax and financial advisers if they have any doubts regarding the contents of this Supplement.

**An investment in the Man GLG Portfolios should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

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## THE INVESTMENT MANAGER

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The Manager has appointed GLG LP as investment manager to the Company responsible for providing discretionary investment management and advisory services in respect of the Man GLG Portfolios.

GLG LP is a limited partnership registered under the Limited Partnerships Act 1907 of England and Wales. GLG LP is authorised and regulated by the FCA and is engaged in providing an in-depth investment advice and execution service to select institutions and high net worth individuals worldwide, specialising in discretionary asset management. As at 30 September 2017, GLG LP had funds under management in excess of USD 32.9 billion.

GLG LP is an indirect wholly-owned subsidiary of Man Group plc ("**Man Group**"). On 14 October 2010, Man Group and GLG Partners, Inc. ("**GPI**") announced the closing of the acquisition by Man Group of GPI and its subsidiaries, including the Manager and GLG LP (the "**Acquisition**"). Man Group is traded on the London Stock Exchange. As part of the Acquisition, on 14 October 2010, GPI delisted its common stock, warrants and units from the New York Stock Exchange, and began the process of de-registering with the U.S. Securities and Exchange Commission.

Man Group, through its investment management subsidiaries (collectively, "**Man**"), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of 20 September 2017 with the combined business, Man has around USD 103 billion of assets under management.

GLG LP may also establish an advisory committee for the purpose of advising GLG LP from time to time on issues relating to the provision of investment advice or investment management services by GLG LP to its clients, including the Company. Any such advisory committee will comprise individuals who are principals of, employees of or consultants to the GLG LP considered by GLG LP to have relevant sectoral or specialist expertise. GLG LP will continue to have responsibility for the management of the Company's assets and, while GLG LP will consider advice received from the advisory committee, it will continue to have sole responsibility for determining whether such advice should be accepted or implemented by the Company.

The Investment Management Agreement dated 21 December 2007 between the Manager and GLG LP (the "Investment Management Agreement") provides that in the absence of negligence, wilful default, fraud or bad faith, neither GLG LP nor any of its directors, officers, employees or agents shall be liable for any loss or damage arising out of its performance of its obligations and duties under the Agreement. Under the Investment Management Agreement, in no circumstances shall GLG LP be liable for special, indirect or consequential damages, or for lost profits or loss of business, arising out of or in connection with the performance of its duties, or the exercise of its powers, under the Investment Management Agreement. The Manager is obliged under the Investment Management Agreement to indemnify GLG LP from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal fees and expenses) directly or indirectly suffered or incurred by GLG LP in connection with the performance of its duties and/or the exercise of its powers under the Investment Management Agreement, in the absence of any negligence, wilful default, bad faith or fraud.

Under the Investment Management Agreement, GLG LP is entitled to delegate or sub-contract all or any of its functions, powers, discretions, duties and obligations to any person approved by the Manager and with the prior approval of the Central Bank, provided that such delegation or sub-contract shall terminate automatically on the termination of the Investment Management Agreement and provided further that GLG LP shall remain responsible and liable for any acts or omissions of any such delegate as if such acts or omissions were those of GLG LP. GLG LP will pay the fees of any such person so approved. Details of any entity to which investment management responsibilities are delegated will be provided to Shareholders on request and will be disclosed in the periodic reports of the Company.

The appointment of GLG LP under the Investment Management Agreement is not exclusive and the Manager is entitled to appoint other persons to manage the assets of the Company, or of any Portfolio, or to provide investment advice to the Company.

The Investment Management Agreement shall continue in force until terminated by either party thereto on thirty (30) days written notice, provided that such termination shall not take effect until the appointment of a successor investment manager is approved by the Central Bank, unless terminated earlier by either party at any time if the other party: (i) commits any material breach of the Agreement or commit persistent breaches of the Agreement which is or are either incapable of remedy or has or have not been remedied within thirty (30) days of the non-defaulting party serving notice requiring the remedying of the default; (ii) becomes incapable of performing its duties or obligations under the Agreement; (iii) is unable to pay its debts as they fall due or otherwise becomes insolvent or enters into any composition or arrangement with or for the benefit of its creditors or any class thereof; (iv) is the subject of a petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer to it or in respect of its affairs or assets; (v) has a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) is the subject of an effective resolution for the winding up (except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other parties); or (vii) is the subject of a court order for its winding up or liquidation. The Investment Management Agreement may also terminate forthwith on the termination of the Management Agreement.

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## PORTFOLIO SPECIFIC INFORMATION

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### INVESTMENT POWERS AND RESTRICTIONS

A summary of the investment powers and restrictions applicable to the Portfolios is set out in the section of the Prospectus titled "*Investment Powers and Restrictions*".

### EFFICIENT PORTFOLIO MANAGEMENT

The Manager may employ investment techniques and instruments for efficient portfolio management of the assets of any Portfolio including hedging against market movements, currency exchange or interest rate risks under the conditions and within the limits stipulated by the Central Bank under the UCITS Regulations.

These investment techniques and instruments are described in further detail in the section of the Prospectus titled "*Efficient Portfolio Management*".

For the purposes of the section titled "*Efficient Portfolio Management – Currency Transactions*" it should be noted that the base currency of each Man GLG Portfolio is set out below or such other currency as the Directors shall from time to time determine and notify to the Shareholders. In its capacity as investment manager of the Man GLG Portfolios, GLG LP may hedge the investments in each Man GLG Portfolio against currency fluctuations that are adverse to the base currency of the relevant Portfolio.

### BORROWING POLICY AND LEVERAGE

Subject to the provisions of the UCITS Regulations and the Central Bank UCITS Regulations, the Company may, from time to time, where collateral is required to be provided in respect of derivatives transactions, pledge Investments of the relevant Portfolio(s) equal in value to the relevant amount of required collateral to the relevant derivative counterparty provided that a pledge agreement has been entered into between the Company and that counterparty. As at the date of this Prospectus, the Company has entered into pledge agreements; (i) with Morgan Stanley & Co International plc on behalf of Man GLG European Alpha Alternative, Man GLG Alpha Select Alternative, Man GLG Cred-Eq Alternative, Man GLG European Alternative Enhanced, Man GLG European Equity Alternative, Man GLG Global Equity Alternative, Man NewSmith UK Equity Alternative, Man GLG Innovation Equity Alternative and Man GLG Unconstrained Emerging Equity; (ii) with Credit Suisse AG, Dublin Branch on behalf of Man GLG European Alpha Alternative, Man GLG Alpha Select Alternative, Man GLG Global Equity Alternative, Man GLG European Equity Alternative, Man GLG European Alternative Enhanced and Man NewSmith UK Equity Alternative; and (iii) with Goldman Sachs International on behalf of Man GLG European Mid-Cap Equity Alternative, Man GLG European Alpha Alternative, Man GLG European Equity Alternative, Man GLG Global Equity Alternative and Man NewSmith UK Equity Alternative. In addition, the Company may from time to time at its own discretion enter into pledge agreements with derivative counterparties on behalf of Portfolios.

A Portfolio may be leveraged as a result of its use of derivatives. However, each Portfolio will remain subject to the value-at risk provisions set out in this Supplement.

### USE OF FINANCIAL DERIVATIVE INSTRUMENTS

The Man GLG Portfolios may use financial derivative instruments ("FDI") for investment purposes and/or hedging purposes. The extent to which each Man GLG Portfolio may invest in FDIs and adopt policies in relation to leverage will be formulated and agreed by the Directors on an individual Portfolio basis. The description of each Man GLG Portfolio's investment objective is set out below. The extent to which each Man GLG Portfolio may use leverage and FDIs will at all times remain within the limits set out by the UCITS Regulations. Investors should refer to the section of the Prospectus entitled "*Certain Investment Risks*" and the "*Portfolio Specific Information - Risk Considerations of the Portfolio*" section of this Supplement for information in relation to the risks associated with the use of FDI.

The section immediately below describes certain of the FDI which may be used by the Man GLG Portfolios in implementing their investment policy. Further detail in relation to the FDI to be used by each specific Portfolio is set out in the investment policy for each Portfolio.

### ***Futures***

Futures could be used to gain exposure to positions in a more efficient manner or to hedge against market risk. For example a single stock future could be used to provide a Portfolio with exposure to a single security. Index futures could also be used to manage risk, for example to hedge the risk of a security or group of securities held within the underlying index or with a high correlation with the underlying index. A futures position can be created by way of paying a deposit. Because that is typically only a small part of the total value of the futures contract, it is possible to participate through this 'leverage effect' in the price changes of the underlying assets. Thus a small price movement in the underlying asset can result in substantial profits or substantial losses relative to the invested capital.

### ***Forwards***

Forward contracts are transactions involving an obligation to purchase or sell a specific instrument or entitlement at a future date at a specified price. Forward contracts may also be used for investment, non-hedging purposes to pursue the Company's investment objective, for example where it is anticipated that a particular currency will appreciate or depreciate in value. Forward contracts may also be used for hedging purposes, such as to protect against uncertainty in the level of future foreign currency exchange rates. Forward contracts may also be used to attempt to protect the value of the Company's existing holdings of securities held in currencies other than the reference currency of the relevant Man GLG Portfolio.

Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardised; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

### ***Options***

An option contains the right to buy or sell a specific quantity of a specific asset at a fixed price at or before a specified future date. There are two forms of options: put or call options. Put options are contracts sold for a premium that give to the buyer the right, but not the obligation, to sell to the seller a specified quantity of a particular asset (or financial instrument) at a specified price. Call options are similar contracts sold for a premium that give the buyer the right, but not the obligation, to buy from the seller a specified quantity of a particular asset (or financial instrument or currency) at a specified price. Options may also be cash-settled. The Company may use such instruments to hedge against market risk to gain exposure to an underlying, for example the relevant underlying equity or equity related security. Any option entered into by the Company will be in accordance with the limits prescribed by the law. A Man GLG Portfolio may enter into options in respect of FDI, including options on futures, credit default swaps, outperformance options and others.

### ***Asset Swapped Convertible Option Transactions (ASCOTS)***

An ASCOT consists of an option on a convertible bond that is used to separate the convertible bond into its two constituent parts, ie the bond and the option to acquire stock. ASCOTS will be used by the Investment Manager in an effort to protect a portfolio against the potential impact of credit risk or interest rate risk in a particular convertible bond. In an ASCOT transaction, the Investment Manager sells a convertible bond in return for a combination of a cash payment and a call option which entitles the Investment Manager to repurchase the convertible bond on demand. The convertible bond is repurchased when the Investment Manager determines that it wishes to realise the value of any gain or loss on this call option.

### ***Warrants***

A security which is usually issued along with a bond or preferred stock, entitling the holder to buy a specific amount of securities at a specified price, usually above the current market price at the time of issuance, for a specified or unspecified period. If the price of the security rises to above the warrant's exercise price, then the investor can buy the security at the warrant's exercise price and resell it for a profit. Otherwise, the warrant will simply expire.

### *Share Purchase Rights*

Share purchase rights, which give a Portfolio the ability but not the obligation to purchase more shares, may be issued to a Portfolio pursuant to its investment in a particular security and, in such cases, may be retained for the purposes of efficient portfolio management and exercised when considered appropriate

### **Swaps**

Swaps are individually negotiated transactions where each party agrees to make a one-time payment or periodic payments to the other party. Swaps are entered into in an attempt to obtain a particular return without the need to purchase the underlying reference asset. There are a broad range of swaps including total return swaps, price return swaps, volatility swaps, variance swaps, performance swaps, rate swaps, basis swaps, forward rate transactions, swaptions, basket swaps, index swaps, cap transactions, floor transactions, collar transactions, currency swap transactions, cross-currency rate swap transactions which may reference fixed income, equity or hybrid securities, credit, rates, currencies, baskets or indices (including any option with respect to any of these transactions). Certain swap agreements require one party's payments to be "up-front" and timed differently than the other party's payments (such as is often the case with currency swaps), in which case the entire principal value of the swap may be subject to the risk that the other party to the swap will default on its contractual delivery obligations. Other swap agreements, such as interest rate swaps, typically do not obligate the parties to make "principal" payments, but only to pay the agreed rates or amounts as applied to an agreed "notional" amount. As swap transactions are not typically fully funded, a payment of margin is often required by the counterparty.

Exchange rate swaps may be used in order to protect the Company against foreign exchange rate risks. Exchange rate swaps could be used by the Company to protect assets held in foreign currencies from foreign exchange rate risk. Total return, interest rate and currency swaps, could be used to enable the Company to gain exposure to securities, currencies or indices.

A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.

Further information in relation to total return swaps is set out below.

### *Swaptions*

Swaptions are options which grant the owner the right but not the obligation to enter into an underlying swap.

### *Variance Swaps*

Under the terms of a typical variance swap, parties agree to exchange, at maturity, an amount calculated by reference to realised volatility of an applicable equity index over the lifetime of the swap. The payment amount is determined in accordance with a standard formula which has regard to the anticipated volatility of the relevant index on inception of the swap (referred to as the 'strike level') and realised volatility over the lifetime of the swap. The seller of the variance swap (who is said to have a short variance position) will benefit when realised volatility is lower than the strike level over the period of the swap, in which case the buyer of the variance swap would suffer a loss. Conversely, the buyer of the variance swap (who is said to have a long variance position) will benefit when realised volatility is higher than the strike level, in which case the seller of the variance swap would suffer a loss.

The realised variance of each variance swap - whether long or short - within a Man GLG Portfolio may be subject to a cap. The caps will limit the potential gains and/or losses within the Man GLG Portfolio in respect of each variance swap. In addition, the terms of each swap transaction shall provide that the value of the Man GLG Portfolio cannot fall below zero.

### *Forward starting variance swaps*

Forward starting variance swaps are a type of variance swap contract. They differ from variance swaps in that the anticipated volatility of the swap is calculated with reference to a future time period.

### *Volatility Swaps*

A forward contract whose underlying is the volatility of a given product. Volatility swaps allow investors to trade the volatility of an asset directly. The underlying is usually a foreign exchange rate but could be as well a single name equity or index. Unlike a stock option, which will derive its value from the stock price, these swaps provide pure exposure to volatility alone. Volatility swaps may be used to express a view on future volatility levels, to trade the spread between realised and implied volatility, or to hedge the volatility exposure of other positions.

### *Dividend Swaps*

A dividend swap consists of a series of payments made between two parties at defined intervals over a fixed term (e.g., annually over 5 years). One party - the holder of the fixed leg - will pay its counterparty a pre-designated fixed payment at each interval. The other party - the holder of the floating leg - will pay its counterparty the total dividends that were paid out by a selected underlying, which can be a single company, a basket of companies, or all the members of an index. The payments are multiplied by a notional number of shares.

### **Contracts for Differences**

Contracts for difference ("CFD") are contracts between two parties, typically described as 'buyer' and 'seller', stipulating that the seller will pay to the buyer the difference between the current value of an asset and its value when the contract was entered into. In effect, CFDs are financial derivatives that allow investors to take long or short positions on underlying financial instruments. CFDs do not involve the purchase or sale of an asset, only the agreement to receive or pay the movement in its price.

### **Embedded Derivatives**

#### *Convertible Bonds*

Convertible Bonds are bonds that can be converted into a predetermined amount of a company's equity at certain times during its life, usually at the discretion of the bondholder.

#### *Convertible Preference Shares*

Convertible preference shares are corporate fixed-income securities that can be converted into a certain number of shares of the company's common stock at a specific future date or after a predetermined time period. The fixed-income component offers a steady income stream and some capital protection. The option to convert these securities into stock gives the investor the opportunity to gain from a rise in the share price.

#### *Partly Paid Securities*

Partly paid securities are securities on which part only of the capital amount and any premium due has been paid. The outstanding amounts are payable at a time chosen by the company issuing the securities.

Where the Company enters into an arrangement with a counterparty, GLG LP's counterparty selection procedures are centred on various factors to ensure that GLG LP is acting in the best interests of the Company. These criteria include, amongst other factors, credit worthiness, reputation, regulatory oversight, fees and charges and reliability. The counterparties to swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

#### *Total Return Swaps*

A total return swap is a bilateral financial contract, which allows a Portfolio to enjoy all of the cash flow benefits of an asset or portfolio of assets without actually owning this asset. Where a Portfolio undertakes a "total return swap" in respect of an underlying asset, it will obtain a return which is based principally on the performance of the underlying assets of the swap plus or minus the financing charges agreed with the counterparty. Such swap arrangements involve the Portfolio taking on the same market risk as it would have if it held the underlying assets of the swap itself and the return sought is the same financial rewards



as if the Portfolio held the underlying security or index, plus or minus the financing costs that would have occurred had the transaction been fully funded from the outset.

The counterparty may provide collateral to the Portfolio so that the Portfolio's risk exposure to the counterparty is reduced to the extent required by the Central Bank. Collateral will be in the form required by the Central Bank. The factors which may be taken into account by the Investment Manager in determining whether to use a total return swap in respect of a portfolio may include, without limitation, costs, market access, regulatory requirements (such as, for example, the prohibition on taking direct short positions in respect of an issuer), benefits of netting certain positions within a single Total Return Swap, portfolio benefits or efficient collateral management.

The counterparties to total return swap transactions will be institutions subject to prudential supervision and belonging to categories approved by the Central Bank and will not have discretion over the composition or management of the Portfolio or over the underlying of the FDIs, nor will any counterparty's approval be required in relation to any of the Portfolio's investment transactions.

The counterparty risk associated with the Swap is set out in more detail in the Prospectus at "*Certain Investment Risks – Counterparty Risk*".

## **RESEARCH CHARGES AND RESEARCH PAYMENT ACCOUNTS**

To assist the Investment Manager in the pursuit of the investment strategies and objectives of a Portfolio, the Investment Manager and the Company may agree to establish a research payment mechanism in respect of such Portfolio in order to provide for the payment of certain types of third party materials and services (referred to as "**Research**") which are not funded by the Investment Manager in accordance with the terms of its appointment.

In such circumstances, the Company will pay such charges ("**Research Charges**") into a research payment account (a "**Research Payment Account**"), which will be operated by the Investment Manager and used to purchase such research on behalf of the Company. Research will be provided by relevant third party research providers at normal commercial rates and no payments shall be made out of the Research Payment Account to the Investment Manager in respect of services it provides to the Company. Further information in relation to the Research Payment Account is available in a separate disclosure document on the Investment Manager's website at [www.man.com/ccd/man-funds-vi-plc](http://www.man.com/ccd/man-funds-vi-plc).

Where the Company agrees to pay Research Charges and to utilise a Research Payment Account in respect of a Portfolio, details will be set out in the sections immediately below with information specific to each Portfolio.

## **RISK MANAGEMENT PROCEDURES**

Each Man GLG Portfolio is subject to an advanced risk management process in compliance with the UCITS Regulations. All Man GLG Portfolios will utilise an "Absolute VAR" approach which aims to ensure that the value-at-risk of the relevant Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period, will be no greater than 20% of the Net Asset Value of the Portfolio.

The value-at-risk of a Portfolio is a daily estimation of the maximum loss the Portfolio may incur over a specified holding period. It is arrived at through quantitative simulations with a one-tailed confidence interval of 99% and an observation period of at least 1 year (250 business days) unless a shorter period is justified by a significant increase in price volatility (for example, extreme market conditions). This process is described in detail in the statement of risk management procedures of the Company.

## **INVESTMENT OBJECTIVES AND POLICIES OF MAN GLG PORTFOLIOS**

**Investors should note that there can be no guarantee that any Portfolio will achieve its investment objective.**

The investment objective and policies of the Man GLG Portfolios are set out below.

The assets of each Man GLG Portfolio will be invested with the aim of achieving the investment objective and in accordance with the investment policy of that Portfolio. They must also be invested so as to comply with: (1) the investment and borrowing powers and restrictions set out in the UCITS Regulations; (2) the Memorandum and Articles; and (3) the Prospectus and Supplement.

Details of Recognised Markets for the Portfolios are set out in Appendix III to the Prospectus.

At the date of this Supplement, the following Man GLG Portfolios have been established with the following investment objectives and policies and subject to the restrictions specified in “*Investment Powers and Restrictions*” section of the Prospectus.

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## MAN GLG EUROPEAN ALPHA ALTERNATIVE

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### *Investment Objective*

Man GLG European Alpha Alternative's investment objective is to provide a positive absolute return for investors while maintaining a low volatility, regardless of market conditions, through stock selection and the utilising of long/short strategies.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities and (ii) exchange traded and OTC financial derivative instruments, as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest principally in financial derivative instruments.

At least 25% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

### *Investment Approach*

The Portfolio focuses on stock selection and will generally be well-diversified. The Investment Manager identifies stocks that it believes are significantly undervalued or overvalued in light of new catalyst information, with a view to taking long positions in stocks which it believes are undervalued, and using financial derivative instruments, to take short positions in stocks which it believes are overvalued. The Investment Manager views a stock as overvalued where, in its view, the stock's price is high in relation to its earnings per share or its outlook does not reflect its current price, and accordingly expects its price to fall. The Investment Manager views a stock as undervalued where, in its view, the stock's price is low in relation to its earnings per share, and accordingly expects its price to rise. The Investment Manager screens for stocks whose market prices it believes are likely to behave in a manner consistent with behaviour observed in relation to past catalyst events following the review of the new catalyst information.

From those stocks, the Investment Manager then uses fundamental analysis to identify stocks which it believes are likely to be under- or over-valued relative to their expected valuation trajectory. This fundamental analysis is focused on the business direction and sustainability of current trends within companies and sectors and any mispricings by the market arising from the likelihood of such trend changing or remaining in place. The Investment Manager will use this analysis to decide whether or not to apply a long or synthetic short position to each stock.

The Investment Manager may take long and synthetic short positions in different stocks operating within the same sector in order to take advantage of perceived price differences of the two stocks within the sector. The Investment Manager will generally take exposure to a stock, where it is satisfied that the expected movement in price is likely to occur within an appropriate investment horizon for the Portfolio, typically between a week and six months. The Portfolio will typically consist of approximately 40 to 80 positions. Generally, the Portfolio will hold a stock until such time as the targeted return is reached or the catalysts that were considered for the investment decision have lapsed. Catalysts include events such as earnings release, investor days, change of management, industry reports or any other events that we believe will have an impact on the relevant stock.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

The Portfolio aims to deliver absolute returns in any market conditions on a rolling 12 month time frame.

#### *Investment Instruments and Asset Classes*

The Portfolio will invest primarily in securities of issuers in Europe or of issuers which derive a substantial part of their revenues from activities in Europe. The Portfolio will invest predominantly in common stocks and other equity and equity linked instruments of such issuers, including, without limitation, equity derivatives. The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts.

The Portfolio may also purchase transferable money market instruments (including certificates of deposit, commercial paper and bankers acceptances). The Portfolio may also hold ancillary liquid assets such as term deposits.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities (such as price, economic, technical or other market factors). While the intention of the Investment Manager is to invest primarily in common stock and other equity related instruments, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to meet redemption requirements, comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Portfolio will only invest, directly or indirectly, in assets with a credit risk rating from a rating agency registered in the EU, or a comparable internal risk assessment from the Investment Manager of the Portfolio. When external ratings are used, the Manager will conduct an additional internal credit risk assessment of the assets in question.

The Portfolio will not actively invest, directly or indirectly, in debt securities for which the credit risk rating is less than a minimum of "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's).

It is not envisaged that the Portfolio will invest in asset-backed securities ("**ABS**"). If this changes in the future, the Portfolio will only invest in ABS for which the aforementioned credit risk rating is a minimum of "Investment Grade" (BBB- from Standard & Poor's or Fitch, or Baa3 from Moody's).

In the event that a credit rating of directly or indirectly held debt securities subsequently deteriorates to below "High Yield" (B- from Standard & Poor's or Fitch, or B3 from Moody's) (or "Investment Grade" (BBB- from Standard & Poor's or Fitch, or Baa3 from Moody's) in the case of ABS), the affected debt securities will be sold within six months, unless they are rated at High Yield (or Investment Grade for ABS) again during this period.

It is not envisaged that the Portfolio will invest in subordinated bonds. If this changes in the future, investment in subordinated bonds which can be converted from debt to equity upon occurrence of a trigger event pre-defined in the contractual terms and conditions, or whose nominal amount can be reduced (so-called CoCo bonds), will only account for a small portion of the Portfolio volume (max. 5%).

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment purposes and / or efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers in respect of the instruments outlined above; (iii) take exposure to equity, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which comply with Central Bank UCITS Regulations or which have been submitted to and approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps, including swaptions, may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant indices, bonds or UCITS-compliant commodity indices. Please see the *"Portfolio Specific Information – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps"* section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk, change a the Portfolio's interest rate sensitivity or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio.

#### *Leverage*

The Portfolio may purchase derivatives generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing derivatives and investing the remaining assets of the Portfolio in other types of securities to add excess return. The use of derivatives by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of derivatives. However, the leverage effect and additional market risk arising from such derivatives will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 300% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 40%-100% for long positions and 30%-70% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### *Securities Financing Transactions*

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	0%	200%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	10%	100%

### *Risk Considerations of the Portfolio*

Investors are referred to the section of the Prospectus entitled “*Certain Investment Risks*” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*” and “*Derivative Instruments Generally*”.

### *Profile of a Typical Investor*

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital and appreciation of income.

**Base Currency:** EUR

### *Management and Performance Fees*

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"DNY"	"DNF"	"IN"	"INF"	"INU"
Management Fee	2.00%	2.25%	1.25%	1.25%	0.50%	Up to 1.25%
Performance Fee	20%	20%	20%	20%	20%	Up to 20%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG ALPHA SELECT ALTERNATIVE

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### *Investment Objective*

Man GLG Alpha Select Alternative's investment objective is to provide investors with positive returns through investments primarily in the United Kingdom securities markets.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "Investment Instruments and Asset Classes".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "Efficient Portfolio Management".

The Portfolio may invest principally in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio will invest primarily in United Kingdom securities markets. Although it is not intended to provide for any geographic or sectoral specialisation other than the above, it is anticipated that the Portfolio's investments will primarily be in mid and large capitalisation companies including companies in the FTSE 100 Index<sup>1</sup>.

The Portfolio seeks to ensure market neutrality, which means that the Investment Manager will seek to achieve returns regardless of whether markets are rising or falling. The Investment Manager seeks to do this by investing in companies which it believes will rise in value and by taking synthetic short positions in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value (see the section below titled "Long-Short Investment Strategy" for further details). The Investment Manager will have regard to market stress tests at overall Portfolio level to ensure market neutrality.

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. Research teams within the Investment Manager have responsibility for industry sectors or country specialisation and such teams will have regard to the factors set out below when conducting research and making investment decisions:

- Macro factors. These include an analysis of the global trends, government policies and operating environment within which an individual target company operates.

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1. The FTSE 100 is a share index of the 100 largest companies (according to market capitalisation) listed on the London Stock Exchange.



- Company fundamentals. Research teams will examine the business model, management quality, profitability, growth potential, customer and supplier base of target investments.
- Technical factors. The Investment Manager will have regard to factors within the markets on which the target company is listed, including: price momentum, realised and implied volatility, and indicators that the target company has been overbought or oversold.
- Sentiment. The Investment Manager will have regard to analyst forecasts, consensus recommendations, road-shows, conferences and presentations.
- Stock information. The Investment Manager will have regard to publicly available information in relation to the stock and the target investment, including valuations, ownership and capital structure.

The Investment Manager will engage in active trading and will move swiftly to purchase and close out positions in response to the research outlined above.

The Investment Manager continuously monitors the performance of individual research teams and adjusts, on a monthly basis, the portion of the Portfolio invested in accordance with the recommendations of individual research teams. Such readjustment is conducted on the basis of observed stock-picking skills and historical evidence of investment skill and is subject to a rigorous risk management process at overall Portfolio level, including intraday risk analysis, scenario and factor tests.

Risk is sought to be controlled by means of diversification in terms of issuer concentration as well as geographic and industry focus, including a rigorous analysis of the balance between the long and short positions. The Investment Manager may diversify the Portfolio's investments across the different countries in Europe, and may invest in different industry sectors.

The Portfolio aims to deliver absolute returns in any market conditions on a rolling 12 month time frame.

#### *Investment Instruments and Asset Classes*

The Portfolio will invest primarily in common stock and other equity and equity-linked securities (which may include but are not limited to such instruments as options and swaps) of issuers in the United Kingdom or of issuers which derive a substantial part of their revenues from activities in the United Kingdom and may invest the remainder in equity and equity linked securities of issuers and on markets located outside the United Kingdom. The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts.

The Portfolio may also invest in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock, preferred shares and other fixed income investments.

The Portfolio may hold ancillary liquid assets. The Investment Manager will seek to diversify its investments.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities. While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt instruments and money market instruments (as outlined above)). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Portfolio may invest up to 20% of its Net Asset Value in emerging markets and such investment is without prejudice to the investment objective of the Portfolio. Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment purposes and / or efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices for hedging purposes, as determined in the sole discretion of the Investment Manager, and will only do so in respect of commodity indices which have been approved by the Central Bank), (iii) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors in which the Portfolio is permitted to invest, being primarily the United Kingdom equity securities markets, in order to take directional positions in relation to such markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (iv) enter into currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. An example of a complex hedging strategy involving a commodity index would include where the particular index related to a commodity whose price might impact on the return of a particular security held by the Portfolio. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps (including swaptions) may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "*Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps*" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk, to change the Portfolio's interest rate sensitivity or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

#### *Leverage*

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 400% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional

values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

#### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 25%-100% for long positions and 25%-100% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	200%	300%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	0%	100%

#### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*” and “*Derivative Instruments Generally*”.

#### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital and appreciation of income.

**Base Currency:** GBP

**Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DL"	"DLY"	"IL"	"ILU"
Management Fee	1.50%	1.75%	0.75%	Up to 0.75%
Performance Fee	20%	20%	20%	20%
Benchmark Return	LIBOR Benchmark	LIBOR Benchmark	LIBOR Benchmark	LIBOR Benchmark

**Dealing Terms**

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG EUROPEAN EQUITY ALTERNATIVE

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### *Investment Objective*

Man GLG European Equity Alternative's investment objective is to provide investors with positive returns with a focus on issuers in Europe and of issuers which derive a substantial part of their revenues from activities in Europe.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

Investment in Europe will, at all times, constitute the largest regional allocation within the Portfolio. However, the Portfolio shall invest on a global basis and the Investment Manager may allocate a majority of the Portfolio in non-European issuers.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest principally in financial derivative instruments.

At least 25% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio's policy is to achieve those returns through investments in short, medium and, to a lesser extent, long-term investment opportunities.

The Portfolio seeks to ensure market neutrality, which means that the Investment Manager will seek to achieve returns regardless of whether markets are rising or falling. The Investment Manager seeks to do this by investing in companies which it believes will rise in value and by taking synthetic short positions in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value (see the section below titled "*Long-Short Investment Strategy*" for further details. The Investment Manager will have regard to market stress tests at overall Portfolio level to ensure market neutrality.

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. Research teams within the Investment Manager have responsibility for industry sectors or country specialisation and such teams will have regard to the factors set out below when conducting research and making investment decisions:

- Macro factors. These include an analysis of the global trends, government policies and operating environment within which an individual target company operates.

- Company fundamentals. Research teams will examine the business model, management quality, profitability, growth potential, customer and supplier base of target investments.
- Technical factors. The Investment Manager will have regard to factors within the markets on which the target company is listed, including: price momentum, realised and implied volatility, and indicators that the target company has been overbought or oversold.
- Sentiment. The Investment Manager will have regard to analyst forecasts, consensus recommendations, road-shows, conferences and presentations.
- Stock information. The Investment Manager will have regard to publicly available information in relation to the stock and the target investment, including valuations, ownership and capital structure.

The Investment Manager will engage in active trading and will move swiftly to purchase and close out positions in response to the research outlined above. The Investment Manager may use quantitative models to support risk management and portfolio construction methods.

The Investment Manager continuously monitors the performance of individual research teams and adjusts, on a monthly basis, the portion of the Portfolio invested in accordance with the recommendations of individual research teams. Such readjustment is conducted on the basis of observed stock-picking skills and historical evidence of investment skill and is subject to a rigorous risk management process at overall Portfolio level, including intraday risk analysis, scenario and factor tests.

Risk is sought to be controlled by means of diversification in terms of issuer concentration as well as geographic and industry focus, including a rigorous analysis of the balance between the long and short positions. The Investment Manager may diversify the Portfolio's investments across the different countries in Europe, and may invest in different industry sectors.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 20% of the Net Asset Value of the Portfolio.

#### *Investment Instruments and Asset Classes*

This policy will be pursued through a strategy of active trading with the Portfolio primarily investing in listed equities including, without limitation, common stock and other equity and equity-linked securities (which may include, but are not limited to, such instruments as options and swaps) of issuers in Europe and of issuers which derive a substantial part of their revenues from activities in Europe. The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio may also invest in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), preferred shares and other fixed income investments.

The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes. The Portfolio may hold ancillary liquid assets. The Portfolio will not have any sector concentration.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities. While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant

proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including contracts for differences), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

#### *Leverage*

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 600% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure

does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

#### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio's market exposure may vary in time and typically range between 75%-200% for long positions and 75%-200% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	400%	500%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	15%	100%

#### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*” and “*Derivative Instruments Generally*”.

#### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital and appreciation of income.

**Base Currency:** EUR

#### **Management and Performance Fees**



The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"DNY"	"IN"	"IXN"	"INU"	INZ
Management Fee	2.75%	3.00%	2.00%	1.50%	Up to 2%	Up to 1.75%
Performance Fee	20%	20%	20%	20%	20%	Up to 25%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV

### ***Research Charges and Research Payment Accounts***

The Company has agreed to pay Research Charges in respect of the Portfolio into a Research Payment Account which will be used to purchase third party materials and services (“**Research**”) on behalf of the Portfolio.

Further information in relation to the operation of the Research Payment Account, including the research budget agreed in respect of a given period is set out in full on the Investment Manager’s website at [www.man.com/ccd/man-funds-vi-plc](http://www.man.com/ccd/man-funds-vi-plc).

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG GLOBAL EQUITY ALTERNATIVE

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### *Investment Objective*

Man GLG Global Equity Alternative's investment objective is to provide investors with positive returns through investments in a global range of issuers with a diversified regional allocation.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest principally in financial derivative instruments.

At least 25% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio's policy is to achieve returns through investments in short, medium and, to a lesser extent, long-term investment opportunities.

The Portfolio seeks to ensure market neutrality, which means that the Investment Manager will seek to achieve returns regardless of whether markets are rising or falling. The Investment Manager seeks to do this by investing in companies which it believes will rise in value and by taking synthetic short positions in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value (see the section below titled "*Long-Short Investment Strategy*" for further details. The Investment Manager will have regard to market stress tests at overall Portfolio level to ensure market neutrality.

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. Research teams within the Investment Manager have responsibility for industry sectors or country specialisation and such teams will have regard to the factors set out below when conducting research and making investment decisions.

- Macro factors. These include an analysis of the global trends, government policies and operating environment within which an individual target company operates.
- Company fundamentals. Research teams will examine the business model, management quality, profitability, growth potential, customer and supplier base of target investments.

- Technical factors. The Investment Manager will have regard to factors within the markets on which the target company is listed, including: price momentum, realised and implied volatility, and indicators that the target company has been overbought or oversold.
- Sentiment. The Investment Manager will have regard to analyst forecasts, consensus recommendations, road-shows, conferences and presentations.
- Stock information. The Investment Manager will have regard to publicly available information in relation to the stock and the target investment, including valuations, ownership and capital structure.

The Investment Manager will engage in active trading and will move swiftly to purchase and close out positions in response to the research outlined above. The Investment Manager may use quantitative models to support risk management and portfolio construction methods.

The Investment Manager continuously monitors the performance of individual research teams and adjusts, on a monthly basis, the portion of the Portfolio invested in accordance with the recommendations of individual research teams. Such readjustment is conducted on the basis of observed stock-picking skills and historical evidence of investment skill and is subject to a rigorous risk management process at overall Portfolio level, including intraday risk analysis, scenario and factor tests.

Risk is sought to be controlled by means of diversification in terms of issuer concentration as well as geographic and industry focus, including a rigorous analysis of the balance between the long and short positions. The Investment Manager may diversify the Portfolio's investments across the different countries in Europe, and may invest in different industry sectors.

The Portfolio's investment, directly, or indirectly through the use of derivatives, in equity securities (including, without limitation, common stock, convertibles and warrants) and fixed-income securities listed or traded on Recognised Markets in Russia shall typically be in the region of 0% to 30% of the Net Asset Value of the Portfolio and shall not exceed 40% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

#### *Investment Instruments and Asset Classes*

The Portfolio will primarily invest in listed equities globally including, without limitation, common stock, other equity and equity-linked securities (which may include, but are not limited to, such instruments as options and swaps). The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

**The Portfolio may invest in excess of 20% of its net asset value in emerging markets. Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.** The Portfolio is, however, managed to be market neutral with tight risk constraints such that any such allocation to emerging markets may result in a limited directional exposure.

The Portfolio may also invest in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), preferred shares and other fixed income investments.

The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes. The Portfolio may hold ancillary liquid assets. The Portfolio may or may not have any sector concentration and from a geographic perspective will invest globally.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends (such as price, economic, technical or other market factors) and opportunities. While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt securities, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment and efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers in respect of the instruments outlined above; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which comply with the UCITS Regulations or which have been submitted to and approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including total return swaps, currency swaps, credit default swaps and interest rate swaps), contracts for differences, exchange traded and OTC call and put options, exchange traded and OTC futures and forward contracts and swaptions. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps and swaptions may be used to achieve a profit as well as to hedge existing long positions. The underlying reference assets of swaps can be single named securities, baskets of securities, indices, interest rates, currencies or debt obligations. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "*Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps*" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Portfolio will limit its exposure to swaps that are fully funded ("Fully Funded Swaps") to 10% of its Net Asset Value. Fully Funded Swaps are swap agreements pursuant to which a Portfolio transfers a cash amount in full consideration of the swap value to the counterparty. In return the Portfolio will be entitled to receive the performance of the relevant investment strategy under the terms of the swap agreement. The counterparty will transfer collateral to the Portfolio in accordance with the UCITS rules to mitigate credit risk to the counterparty arising from entering into the swap agreement. Fully Funded Swaps are used to enhance the liquidity of the Portfolio.

The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio.

#### *Leverage*

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 600% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

#### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period, will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 75%-200% for long positions and 75%-200% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Portfolio’s Exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value):

	Expected	Maximum
Total Return Swaps and CFDs	400%	500%
Repurchase Agreements & Reverse	0%	20%

Repurchase Agreements		
Stock Lending	15%	100%

### ***Risk Considerations of the Portfolio***

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*”, and “*Derivative Instruments Generally*”.

### ***Profile of a Typical Investor***

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital and appreciation of income.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** EUR

### ***Management and Performance Fees***

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"DNY"	"IN"
Management Fee	2.75%	3.00%	2.00%
Performance Fee	20%	20%	20%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV

### ***Research Charges and Research Payment Accounts***

The Company has agreed to pay Research Charges in respect of the Portfolio into a Research Payment Account which will be used to purchase third party materials and services (“**Research**”) on behalf of the Portfolio.

Further information in relation to the operation of the Research Payment Account, including the research budget agreed in respect of a given period is set out in full on the Investment Manager’s website at [www.man.com/ccd/man-funds-vi-plc](http://www.man.com/ccd/man-funds-vi-plc).

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks	9:00 pm each Dealing Day

		in Dublin and London are open for normal banking business	
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## MAN GLG EUROPEAN ALPHA ALTERNATIVE ENHANCED

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**There are currently no Shareholders in Man GLG European Alpha Alternative Enhanced and this Portfolio is closed to further subscription. An application will be made to the Central Bank for the withdrawal of approval of this Portfolio.**

### *Investment Objective*

Man GLG European Alpha Alternative Enhanced's investment objective is to provide a positive absolute return for investors while maintaining a moderate volatility, regardless of market conditions, through stock selection and the use of typically market neutral long/short strategies.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below. The focus of the Portfolio will be stock selection, with no particular sector exposure targets.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities and (ii) exchange traded and OTC financial derivative instruments as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio follows a similar investment policy and investment approach to Man GLG European Alpha Alternative, with the most significant difference between the Portfolios relating to the amount of leverage employed. Typically the Portfolio will employ greater use of leverage through financial derivative instruments and will have investment exposure which is 200% of GLG European Alpha Alternative. However the Investment Manager may target a lower percentage at times when margin requirements mean that it is not practicable to achieve 200% investment exposure.

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest principally in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio focuses on stock selection and will generally be well-diversified. To arrive at this selection, the Investment Manager screens for stocks that it believes are significantly undervalued or overvalued, with a view to taking long positions in stocks which it believes are undervalued, and using financial derivative instruments, to take short positions in stocks which it believes are overvalued. The Investment Manager views a stock as overvalued where, in its view, the stock's price is high in relation to its earnings per share or its outlook does not reflect its current price, and accordingly expects its price to fall. The Investment Manager views a stock as undervalued where, in its view, the stock's price is low in relation to its earnings per share, and accordingly expects its price to rise. On completing its screening process, the Investment Manager creates a universe of approximately 300 stocks derived from the most liquid stocks on the STOXX 600 Index from which it will select its stocks for investment.

From those 300 stocks, the Investment Manager then identifies those stocks which are, in its view, the most under or over-valued relative to their sector or market peers or relative to their own historical pricing data. The Investment Manager then analyses the resulting stocks to identify those stocks which it believes to be most under-valued over-valued. The Investment Manager will use this analysis to decide whether to



apply a long or synthetic short position to each stock. The Investment Manager may take long and short positions in different stocks operating within the same sector in order to take advantage of perceived price differences of the two stocks within the sector. The Investment Manager will generally take exposure to a stock, where it is satisfied that the expected movement in price is likely to occur within an appropriate investment horizon for the Portfolio, typically between a week and six months. The Portfolio's average holding period for a given instrument is around 20 days and the Portfolio will typically consist of approximately 100 positions. Generally, the Portfolio will hold a stock until such time as the targeted return is reached or the catalysts that were considered for the investment decision have lapsed. Catalysts include events such as earnings release, investor days, change of management, industry reports or any other events that we believe will have a positive impact on our long and short positions.

The Portfolio aims to deliver absolute returns in any market conditions on a rolling 12 month time frame.

#### *Investment Instruments and Asset Classes*

The Portfolio will invest primarily in securities of issuers in Europe or of issuers which derive a substantial part of their revenues from activities in Europe. The Portfolio may invest predominantly in common stocks and other equity and equity linked instruments of such issuers, including, without limitation, common stock, other equity and equity linked securities (which may include but are not limited to such instruments as options and swaps). The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio may also invest in transferable money market instruments (including certificates of deposit, commercial paper and bankers acceptances). The Portfolio may also hold ancillary liquid assets such as term deposits.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends and opportunities (such as price, economic, technical or other market factors). While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to meet redemption requirements, comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment purposes and / or efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers in respect of the instruments outlined above; (iii) take exposure to equity, financial, fixed income and/or commodity indices related to the investments outlined above (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which comply with Central Bank UCITS Regulations or which have been submitted to and approved by the Central Bank), (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure

characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the “Investment Risks” section of the Prospectus.

The Portfolio may use derivative instruments such as swaps (including total return swaps, currency swaps, credit default swaps and interest rate swaps) contracts for differences, exchange traded and OTC call and put options, exchange traded and OTC futures and forward contracts and swaptions. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps and swaptions may be used to achieve a profit as well as to hedge existing long positions. The underlying reference assets of swaps can be single named securities, baskets of securities, indices, interest rates, currencies or debt obligations. Where the Portfolio may undertake a “total return swap” in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the “*Portfolio Specific Information – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps*” section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Portfolio will limit its exposure to swaps that are fully funded (“Fully Funded Swaps”) to 10% of its Net Asset Value. Fully Funded Swaps are swap agreements pursuant to which a Portfolio transfers a cash amount in full consideration of the swap value to the counterparty. In return the Portfolio will be entitled to receive the performance of the relevant investment strategy under the terms of the swap agreement. The counterparty will transfer collateral to the Portfolio in accordance with the UCITS rules to mitigate credit risk to the counterparty arising from entering into the swap agreement. Fully Funded Swaps are used to enhance the liquidity of the Portfolio.

The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio.

### *Leverage*

The Portfolio may purchase derivatives generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing derivatives and investing the remaining assets of the Portfolio in other types of securities to add excess return. The use of derivatives by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of derivatives. However, the leverage effect and additional market risk arising from such derivatives will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 400% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying

a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 80%-200% for long positions and 60%-140% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Portfolio’s Exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value):

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	n/a	n/a
Repurchase Agreements & Reverse Repurchase Agreements	n/a	n/a
Stock Lending	n/a	n/a

#### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*” and “*Derivative Instruments Generally*”.

#### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital and appreciation of income.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** EUR

#### **Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"DNY"	"IN"
Management Fee	2.75%	3.00%	2.00%
Performance Fee	20%	20%	20%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG CRED-EQ ALTERNATIVE

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**There are currently no Shareholders in Man GLG Cred-Eq Alternative and this Portfolio is closed to further subscription. An application will be made to the Central Bank for the withdrawal of approval of this Portfolio.**

### *Investment Objective*

**An investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

Man GLG Cred-Eq Alternative's investment objective is to provide investors with absolute returns over the medium term by taking both long and short positions in an actively managed portfolio of convertible, credit and equity asset classes.

### *Investment Policy*

The Portfolio will seek to select the best possible investments from a wide range of opportunities globally, adopting both a fundamental and top down investment approach across convertibles, credit and equities. The source of investments will be based on a fundamental analysis of issuers of convertible bonds including both their creditworthiness and equity valuation, together with assessment of portfolio impact and risk (using intraday risk analysis and scenario tests). This analysis will result in the Investment Manager identifying assets that it considers to be over- or undervalued which will then determine the relevant investment exposure that the Investment Manager wishes to achieve based on its view of such creditworthiness and equity valuation. The Investment Manager may then obtain such exposure through convertibles, or where no suitable convertible asset can be identified, through credit or equity instruments. A second trade may be placed in convertibles, credit or equity to offset the first trade in order to enhance the return from the initial trade or to hedge against exposures arising from the initial trade.

It is likely that much of the Portfolio will contain assets from issuers active in the convertible bond market. Although the Portfolio is expected to have a moderate long bias in convertibles, credit and/or equities, the Investment Manager may utilise synthetic short positions and have an overall short bias where it deems it appropriate in its sole discretion based on the opportunities in the market and the extent to which the Investment Manager believes that there are overvalued securities which may fall in value. The Portfolio will seek to achieve absolute returns by investing both long and short in related instruments. The Portfolio may take primarily long or short positions in relation to a market where the Investment Manager believes that general economic conditions shall cause all securities to rise or fall. The Portfolio will not have a target long/short ratio. The Investment Manager will rely on its proprietary credit and other financial models, as well as models of third parties (such as convertible analytical pricing tools that provide pricing, hedging and analysis of convertible securities to asset managers to assist them with portfolio management as well as equity and credit pricing and analysis models developed and distributed by external analysts) and/or research to identify convertible, credit and equity opportunities and invest across countries, sectors and sovereign and corporate issuers and types of security.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio's net investment, directly, or indirectly through the use of derivatives, in equity securities and fixed-income securities listed or traded on Recognised Markets in Russia shall typically be in the region of 0% to 30% of the Net Asset Value of the Portfolio and shall not exceed 40% of the Net Asset Value of the Portfolio. These limits can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

The Portfolio may invest without limit in emerging markets and such investment is without prejudice to the investment objective of the Portfolio.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions as more fully outlined below in the “*Long-Short Investment Strategy*” sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Investment Manager’s strategy in respect of the Portfolio will comprise investment selection using a thorough analysis and investment positioning reflecting macro views of the wider economy based on an analysis of economic data that impacts country, sector and ultimately issuer economic performance. Investment selection is focused on the above-mentioned fundamental analysis looking at convertible issuers with regard to balance sheet, profit and loss and discounted cash flow economics. Once the Investment Manager has completed its investment selection, it considers its positioning in that investment, which takes into account broader macro-economic factors of markets and sectors that may influence the valuation of the Portfolio’s assets. The Investment Manager may seek to hold each investment over one of a variety of time horizons, for example as an absolute value (taking a longer term horizon in respect of investments and focussing on value), relative value (taking a medium term horizon with a more market neutral tendency) or opportunistic investment (which focus on tactical opportunities and trade typically with a significant return potential over a shorter time horizon).

The Investment Manager will seek to anticipate price movements in global markets and will use the most appropriate instruments from the instruments contemplated herein to take advantage of price valuations. The Investment Manager may invest globally, however there will be no sector, industry or investment grade specific focus applied. In selecting investments for the Portfolio, the Investment Manager may consider, without limitation, such macroeconomic and thematic factors as monetary policy, regulation, global trade and sectoral prospects, in addition to carrying out detailed analysis of the issuer of the securities in which it ultimately invests.

The Investment Manager seeks to achieve the above objective through investing directly (in the non-derivative instruments set out in this investment policy) and/or indirectly via derivatives (as set out below). In particular, the Investment Manager may invest through a total return swap or swaps (as set out below). Accordingly, the Portfolio may invest principally in financial derivative instruments.

### *Investment Instruments and Asset Classes*

The assets that the Portfolio aims to invest in are as follows:

Convertible assets, including but not limited to, convertible bonds, convertible preference shares, and Asset Swapped Convertible Options Transactions (ASCOTS). An ASCOT is economically similar to an option on a convertible bond and is used to separate the convertible bond into its two constituent parts, ie, the bond and the option to acquire stock. This results in the Sub-Fund obtaining protection from a widening of credit spreads while retaining an exposure profile similar to an option on the underlying stock element of the original convertible bond.

Equities and equity linked securities including, but not limited to, warrants, stock equity swaps, options, futures and swaps (where the underlying are equities or equity indices), stock futures and dividend swaps.

The Portfolio may also invest in rights (including sub-underwriting).

Credit exposure will be obtained through instruments including but not limited to bonds (which may be fixed and/or floating rate, government and/or corporate bonds with no limitation on investment grade, high yield or unrated bonds), floating rate notes, credit default swaps (including sovereign and/or corporate and/or index credit default swaps), options and recovery rate swaps. A recovery rate swap is an agreement between two parties to swap a real recovery rate (whenever it is ascertained) with a fixed recovery rate. Recovery rate swaps allow investors to hedge the uncertainty of recovery in default.<sup>2</sup>

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2. In the event of default debt securities normally have a claim with some level of seniority or security on the assets of the issuing company. However, at the time of default amounts and timings of any such payments from the bankruptcy or restructuring process are uncertain. The use of recovery rate swap allows these to be fixed and known in advance of any default.

The Portfolio may invest in interest rate derivatives including, but not limited to, such instruments as interest rate futures, interest rate options, bond futures, options on bond futures, bond options, interest rate swaps and swaptions. Such investment will normally be made for hedging purposes but may be used for investment purposes. The Portfolio may utilise contracts for differences for investment and/or hedging purposes.

The Portfolio may also take foreign currency positions through investment in foreign currencies, foreign currency forwards, foreign currency futures, foreign currency swaps and foreign currency options.

These instruments may be used for investment as well as for hedging purposes.

The Portfolio may hold cash equivalents, term deposits, liquid government debt instruments and money market instruments (including certificates of deposit, commercial paper and bankers acceptances) on an ancillary basis. The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

In exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in the securities in which the Portfolio will invest, the Investment Manager may retain a significant portion of the Portfolio in cash and/or invest a significant proportion of the Portfolio in liquid assets including cash equivalents (such as term deposits, liquid government debt instruments (as described above) and money market instruments (including certificates of deposit, commercial paper and bankers acceptances).

The Portfolio may also hold exchange traded funds ("ETFs") or other eligible collective investment schemes, which are expected to be located in OECD Member States, be regulated and which are consistent with the Portfolio's investment objective and restrictions and may provide exposure to commodities, as well as exchange traded notes. The Portfolio may hold up to 10% of its Net Asset Value in other eligible collective investment schemes (including exchange traded funds which are classified as eligible collective investment schemes, subject to the overall limit on investment in eligible collective investment schemes as set out above). For the avoidance of doubt, this limit will apply to exposure achieved directly or through derivative instruments. The instruments in this paragraph may provide exposure to commodities, provided that all instruments are eligible assets within the UCITS Regulations (e.g. eligible collective investment schemes or exchange traded notes which notes do not themselves embed a derivative.)

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment purposes and / or efficient portfolio management purposes and more specifically to (i) obtain exposure to convertible, credit, equity, fixed income, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take short exposures in relation to individual issuers; (iii) take exposure to convertible, credit, equity, financial, fixed income and/or commodity indices (provided that the Portfolio will only enter into derivative instruments in respect of commodity indices which have been cleared for use by the Central Bank). The Portfolio may take exposure to commodity indices through instruments set out above as the Portfolio may be investing in companies and sovereign issuers which themselves have exposure to commodities and the Investment Manager may wish to hedge against such indirect exposure; (iv) to take advantage of the Investment Manager's fundamental analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility); (v) exotic options, namely barrier options, may be traded in order to express a view on the outcome of a specific macro-economic event, for example a central bank market intervention, while limiting the premium paid; and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus. Total return swaps may be utilised for the purposes outlined below.

The Portfolio may use derivative instruments such as swaps (including contracts for differences and recovery rate swaps and volatility swaps), exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of an asset of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The Portfolio shall undertake a “total return swap” in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the *“Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps”* section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset.

The Portfolio may also be leveraged. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The Portfolio will limit its exposure to swaps that are fully funded (“Fully Funded Swaps”) to 10% of its Net Asset Value. Fully Funded Swaps are swap agreements pursuant to which a Portfolio transfers a cash amount in full consideration of the swap value to the counterparty. In return the Portfolio will be entitled to receive the performance of the relevant investment strategy under the terms of the swap agreement. The counterparty will transfer collateral to the Portfolio in accordance with the UCITS rules to mitigate credit risk to the counterparty arising from entering into the swap agreement. Fully Funded Swaps are used to enhance the liquidity of the Portfolio.

### *Leverage*

The Portfolio will be leveraged through the use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof.

The level of leverage to be incurred through the use of financial derivative instruments is expected to be between 200% and 500% of NAV and will not exceed 700% of NAV (this includes the leverage from both direct investments in FDI and those held through any total return swap or swaps entered into by the Portfolio). The leverage is expected to be relatively high mainly due to the nature of the convertible strategies employed and the multi-layer hedging which may be required as a result. For example, against a long convertible bond position, the Portfolio may hedge the equity risk, default risk, credit spread risk, foreign exchange risk, and less commonly the recovery rate risk, sovereign default risk, and/or equity volatility risk. Each of these layers of hedging may require a separate derivative instrument, which inflates the leverage as measured by gross sum of notionals, while not necessarily adding any incremental risk.

Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period, will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%.



### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps, including total return swaps. The Portfolio’s market exposure may vary in time and typically range between 10%-200% for long positions and 10%-100% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### **Securities Financing Transactions**

The Portfolio’s Exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value):

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	n/a	n/a
Repurchase Agreements & Reverse Repurchase Agreements	n/a	n/a
Stock Lending	n/a	n/a

### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*”, “*Market Risk*”, “*Fixed Income Securities*”, “*Derivative Instruments Generally*” and “*Hybrid Securities*”.

### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a reasonable return through both capital appreciation and income.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** EUR

### **Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.

Share Class Type	"DN"	"DNY"	"IN"	"INU"
Management Fee	1.75%	2.00%	1.00%	Up to 1.00%
Performance Fee	20%	20%	20%	20%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG EUROPEAN MID-CAP EQUITY ALTERNATIVE

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### *Investment Objective*

The Portfolio's investment objective is to seek to provide an attractive risk-adjusted total return, through appreciation and income.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "*Investment Instruments and Asset Classes*".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "*Efficient Portfolio Management*".

The Portfolio may invest principally in financial derivative instruments.

At least 25% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio will seek to achieve returns primarily through long and synthetically short investments in equity securities or equity derivatives (as further detailed in the following paragraph) of companies with market capitalisation of between €500 million and €10 billion that are either listed on stock exchanges in Europe or whose business is primarily in Europe ("European Mid-Cap Equities"), derivatives on equities or equity indices which complement or hedge against certain of its investments, as well as to a lesser degree, other equities with smaller or larger market capitalisation.

The Investment Manager believes that attractive returns can be achieved investing in European Mid-Cap Equities because:

- reduced research coverage (ie, fewer analysts actively tracking and publishing opinions on a company and its stock) relative to large-cap equities results in pricing inefficiencies because fewer investors invest in shares which are subject to limited research coverage;
- fewer institutional investors trading the shares of a company permits greater access to company management, analysts and transactions; and
- less research coverage and less detailed information in the market results in a wide dispersion of valuation and return estimates which presents investment opportunities.

The Investment Manager employs a disciplined investment research process driven by an extensive meetings program with company management and the use of an analytical process proprietary to the Investment Manager. In reviewing companies, the Investment Manager uses its own screening, research

and valuation techniques to locate opportunities where the assessment of a company and its stock value differs from the market perception of the company and its stock price.

The Portfolio may go long or synthetically short, and will aim to identify short term and long term investment opportunities focused on securities trading at compelling degrees of either under or over-valuation in the view of the Investment Manager.

The Portfolio will seek to generate returns despite market movements ie, so-called absolute returns, by holding either long (either directly or through derivatives) or synthetically short positions which may perform differently from the market as a whole. In applying a long/short investment strategy, the Portfolio will seek to take long positions in investments, which, in the Investment Manager's opinion, are undervalued relative to their fundamental value. The Portfolio will take short exposure by investment in the derivatives listed below, whereby the Portfolio sells the economic exposure to equities or equity related securities that the Investment Manager considers are overvalued or whose value is expected to move in the opposite direction of other investments held by the Portfolio.

Risk is sought to be controlled by means of diversification in terms of issuer concentration as well as geographic and industry focus, including a rigorous analysis of the balance between the long and short positions. The Investment Manager may diversify the Portfolio's investments across the different countries in Europe, and may invest in different industry sectors.

The Portfolio may invest up to 20% of its Net Asset Value in emerging markets.

#### *Investment Instruments and Asset Classes*

Further to the above, the Portfolio will invest primarily in individual equities, equity related securities such as preference shares, rights (including sub-underwriting) and warrants, single name and index equity derivatives (contracts for difference, futures, swaps and options), and foreign exchange forwards (which are used for hedging exposure to any non-Euro investments), with a focus on making absolute returns while seeking low correlation to the equity markets.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts.

With the exception of permitted investments in unlisted instruments and off-exchange financial derivative instruments, investments will be made in Recognised Markets.

While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such investments, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt securities, liquid government and/or corporate investment grade debt instruments and money market instruments (including fixed and/or floating rate government and/or corporate debt securities (including bonds), certificates of deposit or money market funds). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

The Portfolio may invest up to 10% of Net Asset Value in other eligible collective investment schemes.

#### *Use of Financial Derivative Instruments*

The Portfolio may use derivative instruments for investment and efficient portfolio management purposes and hedging. The Portfolio may use derivative instruments such as swaps, exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts. Swaps (including contracts for differences and total return swaps on single names or equity indices, interest rate swaps and credit default swaps) may be used to achieve a profit as well as to hedge existing long positions. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for

that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The Portfolio may undertake a “total return swap” in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the “Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps” section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk, to change the Portfolio’s interest rate sensitivity, or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The Portfolio may use currency transactions including forward currency contracts, currency swaps, foreign currency and currency options to alter the foreign currency exposure characteristics of the Portfolio.

### *Leverage*

Where the Portfolio purchases derivatives (as set out above), this will mean using only a fraction of the assets that would be needed to purchase the relevant securities directly. In purchasing such derivatives, the Investment Manager will generally be seeking to achieve greater returns and may invest the remaining assets of the Portfolio in other types of securities to add excess return. The use of derivatives by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of derivatives. However, the leverage effect and additional market risk arising from such derivatives will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 400% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives. The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%.

### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 50%-125% for long positions and 50%-100% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### **Securities Financing Transactions**

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	Expected	Maximum
Total Return Swaps and CFDs	200%	300%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	10%	100%

### ***Risk Considerations of the Portfolio***

Investors are referred to the section of the Prospectus entitled "Certain Investment Risks" and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors "*Repurchase and Reverse Repurchase Agreements*", "*Market Risk*" and "*Derivative Instruments Generally*".

### ***Profile of a Typical Investor***

Investments in the Portfolio is suitable for investors seeking both the prospect of capital appreciation and also exposure to an investment primarily in mid-cap equity securities in European Markets.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the focus of the Portfolio on equity investments, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Documents for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** EUR

### ***Management and Performance Fees***

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

Share Class Type	"DN"	"DNY"	"IN"	"INF"
Management Fee	1.75%	2.00%	1.00%	1.00%
Performance Fee	20%	20%	20%	10%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks	9:00 pm each Dealing Day

		in Dublin and London are open for normal banking business	
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## MAN GLG UNCONSTRAINED EMERGING EQUITY

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### *Investment Objective*

Man GLG Unconstrained Emerging Equity's investment objective is to achieve capital gains in the medium to long-term, through investment in emerging market equities.

### *Investment Policy*

The Portfolio will seek to achieve the above objective primarily through long only investment in emerging market equities. Such equities will generally be listed or traded on Recognised Markets in emerging markets worldwide and the Portfolio will not have a particular sectoral, industry or market capitalisation focus.

**The Portfolio may invest without limit in emerging markets. Accordingly, an investment in this Portfolio should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Portfolio will generally consist of a concentrated selection of up to 80 stocks, meeting the Investment Manager's "best ideas" criteria for selecting investments.

At least 51% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "*Long-Short Investment Strategy*" sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

To arrive at this selection involves reducing possible emerging market investments to a manageable universe of companies that best reflect the Investment Manager's investment philosophy as set out below.

The Investment Manager includes as an initial universe all companies listed or domiciled in emerging markets, and this universe may be expanded to include companies listed or domiciled in developed markets, typically where the Investment Manager assesses that such companies have economic exposure to emerging markets. It then screens most of these companies out by reference to the quality of their liquidity and valuations, based on a number of key criteria including: (i) growth in a self-financed manner; (ii) returns on capital which are sustainably above cost of capital, or returns which are expected to improve to exceed cost of capital within the next 3 years; (iii) attractive risk/reward valuations; (iv) sound balance sheet and accounting practices; and (v) the historically traded volume of the stock. The Investment Manager will generally seek to avoid any companies that display a declining return on capital, are deemed to be overvalued, or are considered to be too highly leveraged.

Following the above screening process, the Investment Manager applies its proprietary scoring system, to arrive at a portfolio of potential investments, representing around 1% of the initial universe. This scoring system assigns scores to various criteria in the categories of quality, valuation, momentum and macro factors and derives a target position for the stock in the Portfolio as a result of a weighted average of these scores. The Investment Manager assesses each company based on its general quality (including quality of business prospects, management and financial strength); then carries out an analysis of the expected future value of each company, having regard to when such value may be realised. Finally portfolio-level considerations are applied to ensure diversified allocation, including from the regional and sector perspective. This process identifies entry and exit signals for all potential holdings; and the Investment Manager devises an appropriate allocation size (based on the target position assigned to the relevant stock, as detailed above) for individual holdings within the Portfolio. Although Portfolio composition will be primarily driven by the Investment Manager's selection of individual stocks on the basis of the criteria set out above, the Investment Manager will also have regard to macroeconomic factors (including economic, political and other factors in particular regions and sectors).



The Portfolio will primarily take long positions in relation to issuers and will seek to do so through direct investment or investment through financial derivative instruments in the manner outlined below. The Portfolio will aim to identify long term investment opportunities focused on securities trading at compelling degrees of under-valuation in the view of the Investment Manager (ie securities trading at a level which is below and does not reflect the fair value as determined by the Investment Manager, using a variety of valuation methodologies of which the most important is discounted cashflow analysis).

#### *Investment Instruments and Asset Classes*

The Portfolio may invest in equity-linked notes, such as Depositary Receipts and participation notes, to reduce transaction costs, to allow exposure to stocks which are unavailable for direct investment due to market or regulatory reasons, and/or for efficient portfolio management purposes. Such notes will not embed leverage or financial derivative instruments.

Although the primary focus will be on emerging market equities, the Portfolio may also seek to achieve its investment objective by investing in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances) (in order to manage excess cash), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage), rights (including sub-underwriting), preferred shares and other fixed income investments. These instruments may be used for hedging purposes, in the event that the Portfolio wishes to reduce exposure, or for investment purposes, in the event that the Portfolio wishes to increase exposure, to a particular country, sector or specific risk. The selection of such opportunities is based on fundamental, valuation and sentiment factors which the Investment Manager monitors consistently. The Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes. The Portfolio may hold ancillary liquid assets.

Notwithstanding the above, no more than 30% of the Net Asset Value of the Portfolio will be invested in sub-investment grade bonds.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

Furthermore, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such investments, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt instruments and money market instruments (as outlined above). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

The Portfolio may use derivative instruments for investment and efficient portfolio management purposes and hedging. The Portfolio may use derivative instruments such as swaps (including total return swaps, currency swaps, credit default swaps and interest rate swaps), contracts for differences, exchange traded and OTC call and put options and exchange traded and OTC futures and forward contracts and swaptions. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in an index or other factor designated for that purpose in the contract. Swaps (including swaptions) may be used to achieve a profit as well as to hedge existing long positions. The underlying reference assets of derivative instruments can be single named securities, baskets of securities, indices, interest rates, currencies or debt obligations as set out in this investment policy. The Portfolio may undertake a "total return swap" in respect of equities, UCITS-compliant financial indices, bonds or UCITS-compliant commodity indices. Please see the "*Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps*" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset

classes e.g. equity, bonds, short term interest rates, FX rates, commodities, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

Futures contracts may be used to hedge against market risk, to change the Portfolio's interest rate sensitivity or to gain exposure to an underlying market. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

The disclosures in relation to each financial derivative instrument above are to be read in conjunction with the explanatory information included in the "*Portfolio Specific Information*" section of this Prospectus under the sub-heading "*Use of financial derivative instruments by Man GLG Portfolios*" and the "*Efficient Portfolio Management*" section of this Prospectus under the sub-heading "*Use of Financial Derivative Instruments*".

### *Leverage*

Where the Portfolio purchases derivatives (as set out above), this will mean using only a fraction of the assets that would be needed to purchase the relevant securities directly. In purchasing such derivatives, the Investment Manager will generally be seeking to achieve greater returns and may invest the remaining assets of the Portfolio in the relevant securities to add excess return. The use of derivatives by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of derivatives. However, the leverage effect and additional market risk arising from such derivatives will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments is not expected to exceed 200% of the Net Asset Value of the Portfolio. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

### *Assessment of Value-at-Risk*

The Portfolio will utilise an "Absolute VAR" approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

The Portfolio will seek to outperform the Morgan Stanley Capital International (Emerging Markets) Index (Total Return Net Dividend) "MSCI EM Index (TRND)" (BBG ticker NDUEEGF), over the medium and long-term.

### *Long-Short Investment Strategy*

While the Portfolio will seek to apply a principally long only strategy, it may from time to time use a short investment strategy by investing in derivatives providing "synthetic short" positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio's market exposure may vary in time and typically range between 85%-115% for long positions and 0%-25% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager's analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio's investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### **Securities Financing Transactions**

The Portfolio's exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	50%	100%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	25%	100%

### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled "Certain Investment Risks" and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors "*Repurchase and Reverse Repurchase Agreements*", "*Market Risk*", "*Emerging Markets*" and "*Derivative Instruments Generally*".

### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking long-term capital growth with an investment horizon of at least five years.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** USD

### **Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the "*Fees and Expenses*" section.

<b>Share Class Type</b>	<b>"D"</b>	<b>"DF"</b>	<b>"DM"</b>	<b>"DY"</b>	<b>"I"</b>	<b>"IF"</b>	<b>"IM"</b>	<b>"IMU"</b>
<b>Management Fee</b>	1.70%	1.50%	1.50%	1.95%	0.95%	0.75%	0.75%	Up to 1.70%
<b>Performance Fee</b>	N/A	N/A	10%	N/A	N/A	N/A	10%	Up to 20%
<b>Benchmark Return</b>	N/A	N/A	Market / Index Benchmark	N/A	N/A	N/A	Market / Index Benchmark	Market / Index Benchmark

**Dealing Terms**

<b>Subscription Dealing Deadline (Irish Time)</b>	<b>Redemption Dealing Deadline (Irish Time)</b>	<b>Business Day</b>	<b>Valuation Point (Irish time)</b>
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN NEWSMITH UK EQUITY ALTERNATIVE

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### *Investment Objective*

Man NewSmith UK Equity Alternative seeks to maximise absolute returns.

### *Investment Policy*

The Portfolio will seek to achieve its objective by employing a long/short equity strategy (as described in further detail below).

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) equity and equity-related instruments, (ii) exchange traded and OTC financial derivative instruments, (iii) debt securities; and (iv) other eligible collective investment schemes as described in further detail below under the heading “*Investment Instruments and Asset Classes*”.

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of this Prospectus titled “*Efficient Portfolio Management*”.

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio may invest principally in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions as more fully outlined below in the “*Long-Short Investment Strategy*” sub-section. The Portfolio may take long or synthetic short positions in any asset class in which it invests.

### *Investment Approach*

The Portfolio’s primary investment focus is the UK equity market and UK equity-related securities (such as preference shares), in which the Portfolio may invest directly or indirectly through financial derivative instruments (as set out in the ‘*Instruments and Asset Classes*’ section in relation to this Portfolio below).

The Portfolio shall aim to invest primarily in companies of all market capitalisations the shares of which are identified as mispriced, either in absolute terms or relative to other UK equity securities. The Portfolio shall invest outside of the UK only on an opportunistic basis in circumstances where the Investment Manager believes that it has a strong information advantage or where there is a compelling pairing or relationship with a UK equity.

The Portfolio investment policy may be primarily long or primarily short in nature, depending on the current approach deemed appropriate by the Investment Manager from time to time, and takes advantage of the ability to invest in derivatives providing long and “synthetic short” positions principally through the use of futures, options, equity swaps, contracts for difference and other derivatives as set out in the “*Investment Instruments and Asset Classes*” section in relation to this Portfolio below.

Traditionally, UCITS have invested on a “long only” basis. This means that their net asset value will rise (or fall) in value based on the market value of the assets they hold. The Portfolio can take long positions by investing in the financial instruments, including the derivative instruments referred to above and in the section entitled “*Investment Instruments and Asset Classes*” in relation to this Portfolio below. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment

Manager believes to be overvalued or expects to fall in value. A “short” sale involves the sale of a security that the seller does not own in the hope of purchasing the same security (or a security exchangeable for such security) at a later date at a lower price. Short positions can only be achieved through the use of derivative instruments as set out in the “*Investment Instruments and Asset Classes*” section below and taking a short position in this manner is commonly referred to as “synthetic shorting”. The Investment Manager will amend the long and short exposure to reflect its degree of confidence about the direction of the markets.

The Investment Manager will seek to identify investment opportunities using its own research and analysis in order to build a relatively concentrated, actively managed portfolio of positions which focuses on maximising absolute returns. In deciding whether to invest in a company’s stocks, meetings with company management will form a key component of the Investment Manager’s fundamental analysis. During such meetings, the Investment Manager will focus on assessing key information including but not limited to the immediate demands facing the relevant companies in the current market context, the competitive environment, geographic and margin trends, cost and pricing pressures, capital allocation, capital expenditure plans, cash flow, balance sheet and dividend outlook. The Investment Manager will undertake analysis and interpretation of this information with a view to narrowing the range of potential investments for the long and short portfolio positions. Further detailed analysis will be conducted on this narrowed universe, and the Investment Manager will construct the portfolio using the results of this analysis as well as its own economic and market view.

The Portfolio usually will not seek to gain exposure to general fluctuations in market price with no stated long or short preference.

#### *Investment Instruments and Asset Classes*

The Portfolio may invest in the various instruments set out below.

#### *Financial Derivative Instruments*

The disclosures in relation to each financial derivative instrument below are to be read in conjunction with the explanatory information included in the “*Investment Objective and Policies*” section of this Prospectus under the sub-heading “*Use of financial derivative instruments by Man GLG Portfolios*” and the “*Efficient Portfolio Management*” section of this Prospectus under the sub-heading “*Use of Financial Derivative Instruments*”.

In general, financial derivatives as set out below may be used where the use of them is more efficient or cost effective than direct investment in the underlying asset, as well as to take “synthetic” short positions. Financial derivative instruments may be used to gain exposure to any or all of the other instruments listed for investment by the Portfolio in this “*Investment Instruments and Asset Classes*” section.

The Portfolio may invest in contracts for difference, equity index futures, equity options and equity swaps, which shall account for the majority of the portfolio. The Portfolio may take short positions through the use of futures, options, equity swaps and contracts for difference. The Portfolio may also invest in rights (including sub-underwriting).

Most of the Portfolio’s investments shall be made via contracts for difference, as the Investment Manager believes that this is the most tax efficient means of investment for the Portfolio. The Portfolio may use synthetic short positions for investment and hedging purposes (as described above) and market exposure shall be managed through futures and options.

Equity index futures, and occasionally equity index options, will be used for hedging purposes.

Index futures and purchased index call options may be used to increase market exposure, pending investment of subscriptions or other temporary cash positions, or to hedge against increases in the price of investments which the Investment Manager intends to purchase. Sold index futures and purchased index put options may typically be used as a hedge against anticipated falls in the market or the Portfolio’s investments.

The Portfolio may use currency forwards to hedge the value attributable to the Share Class of the net assets in the Base Currency of the Portfolio into the Base Currency of the hedged Share Class.

The Investment Manager may, on an ancillary basis for efficient portfolio management purposes, also invest in spot and forward foreign exchange transactions, currency futures, FX options, currency forwards and options.

#### *Transferable Securities*

The Portfolio may invest in equities and equity-related securities (such as preference shares), without a specific sectoral or industrial focus. Subject to paragraphs 2.1 and 2.2 of the '*Investments Powers and Restrictions*' section of the Prospectus, the Portfolio's equity securities will principally be listed, traded or quoted on a Recognised Market in the UK.

The Investment Manager may on an ancillary basis, also invest in fixed and/or floating rate debt securities. Where the Portfolio invests on an ancillary basis in fixed and/or floating debt securities, these will include government and government guaranteed securities) and will be mostly in such instruments which are considered investment grade by Standard & Poor's or an equivalent rating by any of the other principal rating agencies.

#### *Money Market Instruments, deposits, cash and cash equivalents*

The Investment Manager may on an ancillary basis and for cash management purposes, also invest in deposits and money market instruments such as treasury bills.

#### *Other Collective Investment Schemes*

As permitted by the UCITS Regulations, the Portfolio may, on an ancillary basis and for cash management purposes invest up to 10% of its Net Asset Value in UCITS and other eligible collective investment schemes, including ETFs, which pursue a similar investment strategy or which facilitate the Investment Manager in effecting the investment strategy of the Portfolio.

#### *Investment Restrictions*

The Portfolio will be subject to the investment restrictions set out in the UCITS Regulations, as further described in the section of the Prospectus titled "*Investment Powers and Restrictions*".

#### *Leverage*

The Portfolio will take leverage through the use of the financial derivative instruments outlined above. Leverage is defined as the sum of the gross notional values of all financial derivative contracts. This method may give rise to exceptionally high leverage and notional values do not typically reflect the actual market risks associated with these positions. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. on shares and bonds. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not allow for the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

In normal circumstances, the total amount of leverage in the Portfolio is expected to be between 0% and 300% of the Net Asset Value of the Portfolio. However, the leverage will always be subject to a maximum leverage of 300% of the Net Asset Value of the Portfolio and the risk management systems outlined above.

#### *Value at Risk Methodology*

The Portfolio will utilise an "Absolute VaR" approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period, will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. However, the Portfolio may take long or synthetic short positions in any asset class in which it invests. The Portfolio’s market exposure may vary in time and typically range between 50%-150% for long positions and 50%-100% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### **Securities Financing Transactions**

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	150%	200%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	5%	100%

### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors “*Repurchase and Reverse Repurchase Agreements*” and “*Derivative Instruments Generally*”.

### **Profile of a typical investor**

Investment in the Portfolio is suitable for investors seeking an absolute return in the medium to long term and who are prepared for medium to high risk.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 4. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Supplement but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** GBP

### **Management and Performance Fees**

The management and performance fees in respect of this portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “*Fees and Expenses*” section.



Share Class Type	"DN"	"DNY"	"IN"	"IXE"	"IX"
Management Fee	1.75%	2.00%	1.00%	1.00%	2.00%
Performance Fee	20%	20%	20%	20%	N/A
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV	N/A

### ***Dealing Terms***

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG INNOVATION EQUITY ALTERNATIVE

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### *Investment Objective*

Man GLG Innovation Equity Alternative's investment objective is to provide investors with absolute returns by taking both long and short positions in equities issued by companies globally.

### *Investment Policy*

The Portfolio will seek to achieve its objective by following the investment approach outlined below. This will be accomplished by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "Investment Instruments and Asset Classes".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "Efficient Portfolio Management".

The Portfolio may invest principally in financial derivative instruments.

At least 25% of the value of the Portfolio will be invested on an ongoing basis in holdings in equity securities that are authorised for official trading on a stock exchange or included in an organised market.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "Long-Short Investment Strategy" sub-section. The Portfolio may take long or synthetic short positions in any asset in which it invests.

### *Investment Approach*

The Portfolio's policy is to achieve returns through long and synthetically short investments in a portfolio of global equity securities listed or traded on Recognised Markets or equity derivatives (as further detailed below), with a focus on companies that operate in sectors which are particularly susceptible to the impact of change and innovation and where research can often be inefficient (for example, research relating to these frequently evolving markets may not be consistently up-to-date, may be subject to a time-lag or may not be sufficiently detailed enough to take into account the high levels of innovation and change), resulting in mis-pricings. Examples of such sectors include, but are not limited to, technology, media, retail, automotive, telecommunication and industrial sectors. It is not intended that the Portfolio will generally have a particular sectoral focus, however, the Portfolio may be concentrated in a limited number of sectors from time to time.

The Portfolio seeks to achieve returns irrespective of market conditions. The Investment Manager seeks to do this by investing in companies which it believes will rise in value and by taking synthetic short positions in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value (see the section below titled "Long-Short Investment Strategy" for further details).

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. To arrive at this selection involves reducing the investment universe to those companies that best reflect the Investment Manager's philosophy of identifying where change and innovation are likely to result in mispricings of securities based on market expectations and fundamental analysis. The investment universe is reduced by screening for companies with sufficient market capitalisations and liquidity which are listed on Recognised Markets.

Idea generation then comes from four primary sources: a high dispersion of predicted earnings; top-down screening (ie, by reference to factors such as dividend yield or growth); identifying themes of change and

innovation impacting the companies; and the Investment Manager's access to management in such companies.

Stock selection then flows from: Identifying change and innovation which is not properly reflected in the market price; measuring and quantifying the likely duration of the change or innovation in the relevant issuer; and fundamental analysis to identify both high and low quality businesses.

This fundamental analysis is further focused on the business direction and sustainability of current trends within companies and sectors and any mis-pricings by the market arising from the likelihood of such trend changing or remaining in place. In using the above described analysis, the Investment Manager seeks to identify equity securities that have been mispriced in the market, in particular where there is a time lag in the market's evaluation of securities that have either benefitted from, or been disrupted by, a recent innovation in their relevant industrial sector.

Single stock analysis is structured using an "idea template" containing both quantitative (ie valuations, cash flow conversion) and qualitative (i.e. market position, pricing power) information. The majority of the historical quantitative data is automated, allowing the investment team to focus its efforts on qualitative analysis and interpretation of the quantitative data. The template covers historical, relative (versus its peer group) and intrinsic valuation, the differences in sell-side consensus estimates, and monitors risk reward on each trade. The idea template enables like-for-like comparisons between stocks using the same criteria and to ensure consistent analysis.

Following this analysis, the Investment Manager determines the companies in which investment should be made and decides on whether long or synthetically short positions should be taken in each stock. Ideas are both formally reviewed on a bi-weekly basis and ad hoc from time to time.

The Portfolio will primarily invest in companies with a market capitalisation greater than USD 1 billion. The Portfolio will invest in companies globally, with a particular focus on US markets.

#### *Investment Instruments and Asset Classes*

The Portfolio will primarily invest in listed equities globally including, without limitation, common stock and other equity and equity-linked securities (which may include, but are not limited to, such instruments as options and swaps). The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio may invest up to of 20% of its Net Asset Value in emerging markets.

The Portfolio may also invest in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage) and preferred shares.

In order to assist in achieving its investment objective, the Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes, including but not limited to UCITS eligible exchange traded funds, which provide exposure to the asset classes in which the Portfolio may invest. The Portfolio may hold ancillary liquid assets.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends (such as price, economic, technical or other market factors) and opportunities. While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt securities, liquid

government debt instruments and money market instruments (as outlined above)). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment and efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers in respect of the instruments outlined above; (iii) take exposure to equity and/or financial indices related to the investments outlined above, in order to achieve the investment objective of the Portfolio, (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the "Investment Risks" section of the Prospectus. Details of investment in indices will be disclosed in the annual report.

The Portfolio may use derivative instruments such as swaps (including total return swaps, currency swaps, credit default swaps and interest rate swaps), contracts for differences, exchange traded and OTC call and put options, exchange traded and OTC futures and forward contracts to gain exposure to the assets set out in "Investment Instruments and Asset Classes". For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The underlying reference assets of swaps can be single named securities, baskets of securities, indices, interest rates, currencies or debt obligations. The Portfolio may undertake a "total return swap" in respect of equities, bonds or UCITS-compliant indices referencing equities or fixed income underlyings. Please see the "Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps" section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, short term interest rates, FX rates, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

#### *Leverage*

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments (and including the use of financial derivative instruments to gain leveraged exposure to an index) is not expected to exceed 400% of the Net Asset Value of the Portfolio although this figure could be higher from time to time.

Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. in order to hedge against the risk of holding a long position in a particular security, the Investment Manager may use a derivative contract to gain short exposure to the same security. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

#### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

#### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 50%-150% for long positions and 30%-130% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

#### **Securities Financing Transactions**

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value). The expected proportion is not a limit and the actual percentage may vary over time depending on factors including, but not limited to, market conditions.

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	50%	300%
Repurchase Agreements & Reverse Repurchase Agreements	0%	20%
Stock Lending	20%	100%

#### **Risk Considerations of the Portfolio**

Investors are referred to the section of the Prospectus entitled “Certain Investment Risks” and should have regard to all of the risks outlined therein as each of these risk factors will be relevant in the context of investment in the Portfolio. In the context of investment in this Portfolio investors should pay particular regard to the following risk factors

### **Profile of a Typical Investor**

Investment in the Portfolio is suitable for investors seeking a positive return, irrespective of market conditions, over the medium to long term.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 4. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** USD

### **Management and Performance Fees**

The management and performance fees in respect of this Portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “Fees and Expenses” section.

Share Class Type	“DN”	“DNY”	“DNF”	“IN”	“INF”	“INU”
Management Fee	1.75%	2.00%	1.25%	1.00%	0.50%	Up to 1.00%
Performance Fee	20%	20%	20%	20%	20%	Up to 20%
Benchmark Return	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV

### **Dealing Terms**

Subscription Dealing Deadline (Irish Time)	Redemption Dealing Deadline (Irish Time)	Business Day	Valuation Point (Irish time)
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## MAN GLG GLOBAL FUNDAMENTAL EQUITY

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**There are currently no shareholders in Man GLG Global Fundamental Equity and this Portfolio is closed to further subscription. An application will be made to the Central Bank for the withdrawal of approval of this Portfolio.**

### *Investment Objective*

Man GLG Global Fundamental Equity's investment objective is to provide investors with absolute returns by taking both long and short positions in equities issued by companies globally.

### *Investment Policy*

The Portfolio will seek to achieve its objective by allocating all or substantially all of its assets in accordance with the investment approach outlined below.

The Portfolio will implement its strategy by investing all or part of the net proceeds of Shares in (i) transferable securities (ii) exchange traded and OTC financial derivative instruments, and (iii) other eligible collective investment schemes as described in further detail below under the heading "Investment Instruments and Asset Classes".

The Investment Manager may also hold deposits, cash or cash equivalents and money market instruments (as described in further detail below).

The Portfolio may employ the various techniques and instruments set out in the section of the Prospectus titled "Efficient Portfolio Management".

The Portfolio may invest principally in financial derivative instruments.

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and "synthetic short" positions as more fully outlined below in the "Long-Short Investment Strategy" sub-section. The Portfolio may take long or synthetic short positions in any asset in which it invests.

### *Investment Approach*

The Portfolio's policy is to achieve returns through long and synthetically short investments in a portfolio of global equity securities listed or traded on Recognised Markets or equity derivatives (as further detailed below), with a focus on companies that the Investment Manager believes to be mispriced based on an analysis of fundamental factors affecting those companies. In particular the Investment Manager will analyse whether a company's earnings and cash generation is positively or negatively impacted by factors including demand, price and cost changes in the market. It is not intended that the Portfolio will have a particular sectoral or industry focus, however, the Portfolio may be concentrated in a particular sector from time to time.

It is expected that investment in Europe will generally constitute the largest regional allocation within the Portfolio. However, the Portfolio shall invest on a global basis and the Investment Manager may allocate a majority of the Portfolio in non-European issuers.

The Portfolio seeks to achieve returns irrespective of market conditions. The Investment Manager seeks to do this by investing in companies which it believes will rise in value and by taking synthetic short positions in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value (see the section below titled "*Long-Short Investment Strategy*" for further details).

The Investment Manager uses a rigorous stock selection process to identify investment opportunities. This process starts with a bottom-up approach (evaluating each individual company rather than looking at movements in prices within a particular market or sector) leading to the selection of stocks that the Investment Manager believes demonstrate the potential for return. The Investment Manager will perform a quantitative analysis of a company's balance sheet, profit and loss, income and free cash flow. This is

followed by a qualitative screening using proprietary tools to rank the stocks, by reference to features such as sales, assets and productivity. The Investment Manager uses this output to identify where favourable earnings and valuation features combine, and thus determine conviction in respect of each company and decides on whether long or synthetically short positions should be taken in each stock, and its position size.

#### *Investment Instruments and Asset Classes*

The Portfolio will primarily invest in listed equities globally including, without limitation, common stock and other equity and equity-linked securities (which may include, but are not limited to, such instruments as options and swaps). The Portfolio may also invest in rights (including sub-underwriting).

Exposure may be taken to a country or region through investment in companies or instruments that are listed or traded on a stock exchange or market that is located in another jurisdiction. Instruments used to effect such investments include Depositary Receipts and participatory notes. For example, a participatory note may be utilised to access investments in jurisdictions such as India, where it is not possible or is not cost effective to invest directly.

The Portfolio may invest up to 20% of its net asset value in emerging markets.

The Portfolio's investment directly, or indirectly through the use of derivatives, in equity securities (which may include, but are not limited to, such instruments as options and swaps) or fixed-income securities listed or traded on Recognised Markets in Russia shall not exceed 5% of the Net Asset Value of the Portfolio. This limit can be changed in the sole discretion of the Directors, subject to advance notification to the Shareholders in the Portfolio.

The Portfolio may also invest in global currencies, money market instruments (including certificates of deposit, commercial paper and bankers acceptances), fixed and floating rate, investment grade and non-investment grade, government or corporate bonds, bonds convertible into common stock (which may embed derivatives and/or leverage) and preferred shares.

In order to assist in achieving its investment objective, the Portfolio may invest up to 10% of its Net Asset Value in other eligible collective investment schemes, including but not limited to UCITS eligible exchange traded funds, which provide exposure to the asset classes in which the Portfolio may invest. The Portfolio may hold ancillary liquid assets.

The Portfolio's net asset allocation can respond dynamically to the Investment Manager's analysis of changing market trends (such as price, economic, technical or other market factors) and opportunities. While the intention of the Investment Manager is to invest primarily in the investments referred to above, in exceptional market conditions or where the Investment Manager is of the opinion that there are insufficient investment opportunities in such securities, the Investment Manager may retain a significant proportion of the Portfolio in cash and/or invest a significant proportion or all of the Portfolio in liquid assets including cash equivalents (such as term deposits, bank certificates, liquid government debt securities, liquid government debt instruments and money market instruments (as outlined above)). The Investment Manager may also hold cash and/or invest in liquid assets in order to comply with the requirements of the Prospectus, the UCITS Regulations and/or the Central Bank in relation to leverage and the cover of positions held through financial derivative instruments.

#### *Use of Financial Derivative Instruments*

Subject to complying with the Portfolio's investment objective, the Portfolio may also use the financial derivative instruments set out in the next paragraph for investment and efficient portfolio management purposes and more specifically to (i) obtain exposure to equity, money market and other investments outlined above where the Investment Manager determines that the use of financial derivative instruments is more efficient or cost effective than direct investment, (ii) take synthetic short positions in relation to individual issuers in respect of the instruments outlined above; (iii) take exposure to equity and/or financial indices related to the investments outlined above in order to achieve the investment objective of the Portfolio, (iv) to take exposures which the Investment Manager believes have a high correlation to the equity, fixed income, money market and other instruments outlined above; (v) to take advantage of the Investment Manager's macroeconomic and thematic analysis of the markets or sectors (for example, entering into an option or swap whose return is linked to general equity volatility in circumstances where the



Investment Manager believes that a particular market or sector might suffer a period of volatility) and (vi) enter into currency transactions including forward currency contracts, currency swaps, currency options, foreign currency and other currency derivatives to alter the foreign currency exposure characteristics of the Portfolio. In addition, financial derivative instruments may also be used for hedging purposes. Shareholders should have regard to the risk warnings set out in the “Investment Risks” section of the Prospectus. Details of investment in indices will be disclosed in the annual report.

The Portfolio may use derivative instruments such as swaps (including total return swaps, currency swaps, credit default swaps and interest rate swaps), contracts for differences, exchange traded and OTC call and put options, exchange traded and OTC futures and forward contracts to gain exposure to the assets set out in “*Investment Instruments and Asset Classes*”. For example, contracts for differences may be used to secure a profit or avoid a loss by reference to fluctuations in the value or price of property of any description or in a UCITS-compliant index or other factor designated for that purpose in the contract. Swaps may be used to achieve a profit as well as to hedge existing long positions. The underlying reference assets of swaps can be single named securities, baskets of securities, indices, interest rates, currencies or debt obligations. The Portfolio may undertake a “total return swap” in respect of equities, bonds or UCITS-compliant indices referencing equities or fixed income underlyings. Please see the “Investment Objectives and Policies – Use of Financial Derivative Instruments by Man GLG Portfolios - Total Return Swaps” section of this Prospectus. Options may be used to hedge or to achieve exposure to a particular market instead of using a physical security. Futures contracts may be used to hedge against market risk or to gain exposure to a particular market or risk type (where risk arises from exposure to broad asset classes e.g. equity, short term interest rates, FX rates, volatility etc). For example, the Investment Manager may use equity index futures to gain exposure to equity markets as an alternative to individual equities. Forward contracts may be used to hedge or to gain exposure to a change in the value of an asset, currency or deposit.

### *Leverage*

The Portfolio may purchase financial derivative instruments generally using only a fraction of the assets that would be needed to purchase the relevant securities directly. The Investment Manager may seek to achieve greater returns by purchasing financial derivative instruments and investing the remaining assets of the Portfolio in other types of securities permitted under its investment policies in order to add excess return. The use of financial derivative instruments by the Portfolio may therefore increase its risk profile. The Portfolio may also be leveraged as a result of its use of financial derivative instruments. However, the leverage effect and additional market risk arising from such financial derivative instruments will be managed in accordance with the value-at-risk provisions as set out on page 1 hereof. For the avoidance of doubt, any reference in these investment objectives and policies to investment in securities by the Portfolio may be deemed also to refer to indirect investment in such securities through the use of financial derivative instruments.

The level of leverage to be incurred through the use of financial derivative instruments (and including the use of financial derivative instruments to gain leveraged exposure to an index) is not expected to exceed 400% of the Net Asset Value of the Portfolio although this figure could be higher from time to time.

Leverage is defined as the sum of the gross notional values of all financial derivative contracts. Attention should also be drawn to the fact that one derivative contract may partially or perfectly offset the market risk of another derivative contract. Derivative contracts may also reduce the risks associated with holdings in non-derivative products, e.g. in order to hedge against the risk of holding a long position in a particular security, the Investment Manager may use a derivative contract to gain short exposure to the same security. Disclosure of the gross notional value of derivatives is a requirement under UCITS, and as this measure does not reflect the netting or offsetting just described, it does not necessarily represent the market risk incurred through the use of derivatives.

### *Assessment of Value-at-Risk*

The Portfolio will utilise an “Absolute VAR” approach which aims to ensure that the value-at-risk of the Portfolio, measured using a 20 day (one month) holding period and a historical return observation period of 1 year unless the risk manager believes that the current risk environment is better represented by applying a longer or shorter observation period (subject to any change in observation period being disclosed in an updated risk management process approved by the Central Bank), will be no greater than 20% of the Net

Asset Value of the Portfolio using a one-tailed confidence interval of 99%. The Portfolio will measure its value-at-risk using the Absolute VaR approach on a daily basis.

### *Long-Short Investment Strategy*

The Portfolio will seek to apply a long/short investment strategy and intends to take full advantage of the ability to invest in derivatives providing long and “synthetic short” positions through the use of contracts for differences, forwards, futures, options and swaps. The Portfolio’s market exposure may vary in time and typically range between 50%-200% for long positions and 50%-175% for short positions of the Net Asset Value of the Portfolio, depending on the Investment Manager’s analysis of the prevailing market conditions and considered in light of the investment objective of the Portfolio. These ranges are not limits and the actual exposures may from time to time fall outside these estimated ranges.

The Investment Manager may seek to deliver the long/short strategy by utilising, where it deems appropriate in its sole discretion, synthetic short positions to hedge certain long positions within the Portfolio. In addition, the Investment Manager may utilise synthetic short positions in pursuit of the Portfolio’s investment objective by seeking to achieve a return in respect of those issuers whose securities the Investment Manager believes to be overvalued or expects to fall in value.

### *Securities Financing Transactions*

The Portfolio’s exposure to securities financing transactions is as set out below (in each case as a percentage of Net Asset Value).

	<b>Expected</b>	<b>Maximum</b>
Total Return Swaps and CFDs	n/a	n/a
Repurchase Agreements & Reverse Repurchase Agreements	n/a	n/a
Stock Lending	n/a	n/a

### *Profile of a Typical Investor*

Investment in the Portfolio is suitable for investors seeking a positive return, irrespective of market conditions, over the medium to long term.

The Investment Manager expects that the Portfolio will have an SRRI of approximately 5. This is primarily due to the makeup of the investments in the Portfolio, which tend to have a moderate volatility for the purposes of SRRI calculations, when compared to other investment categories. The SRRI disclosed is correct as at the date of this Prospectus but is subject to change. Investors should refer to the Key Investor Information Document for the Portfolio, which is available online at [www.man.com](http://www.man.com), for the most recent SRRI.

**Base Currency:** EUR

### *Management and Performance Fees*

The management and performance fees in respect of this Portfolio are outlined in the table below. Further information on how these fees are calculated is set out later in the Prospectus in the “Fees and Expenses” section.

<b>Share Class Type</b>	<b>“DN”</b>	<b>“DNY”</b>	<b>“DNF”</b>	<b>“IN”</b>	<b>“INF”</b>	<b>“INU”</b>
<b>Management Fee</b>	1.75%	2.00%	1.25%	1.00%	0.50%	Up to 1%
<b>Performance Fee</b>	20%	20%	20%	20%	20%	Up to 20%

<b>Benchmark Return</b>	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV	Reference NAV
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***Dealing Terms***

<b>Subscription Dealing Deadline (Irish Time)</b>	<b>Redemption Dealing Deadline (Irish Time)</b>	<b>Business Day</b>	<b>Valuation Point (Irish time)</b>
1:00 pm on the relevant Dealing Day	1:00 pm on the relevant Dealing Day	A day (except Saturdays, Sundays and public holidays) on which banks in Dublin and London are open for normal banking business	9:00 pm each Dealing Day

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## SUBSCRIPTIONS

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**For detailed information concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

For details on the specific Share Classes of the Portfolios please refer to the [Website](#).

**In addition, there are currently no shareholders in Man GLG European Alpha Alternative Enhanced, Man GLG Cred-Eq Alternative or Man GLG Global Fundamental Equity and these Portfolios are closed to further subscription.**

### *Dealing Procedures*

Each Business Day is both a Dealing Day and a Valuation Day for the Man GLG Portfolios.

Applications for Shares should be made on the relevant Application Form which should be posted or sent by facsimile or such other form of electronic communication agreed in advance by the Administrator (with the original Application Form sent by post immediately thereafter save where the Administrator has specified that this is not required pursuant to its discretion above) to the Administrator. The address for the Administrator is set out in the Application Form.

Where the applicant is an existing Shareholder, the relevant Application Form may be submitted to the Administrator by facsimile or by any other form of electronic communication agreed in advance by the Administrator. The relevant contact details of the Administrator can be found in the Application Form.

In order to receive Shares at the Net Asset Value per Share as calculated on that Dealing Day, Application Forms must be received before the relevant Subscription Dealing Deadline for the relevant Man GLG Portfolio (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or such later time as the Manager may from time to time permit in exceptional circumstances, provided that applications will not be accepted after the Valuation Point in respect of the relevant Dealing Day. Applications received after the Subscription Dealing Deadline (where a later time for receipt has not been permitted by the Manager) will be held over until the following Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

### *Settlement Procedures*

Cleared subscription monies must be received within three (3) Business Days of the Dealing Day. In circumstances where subscription monies are not received before the Dealing Deadline, Shares will be provisionally allotted. The Company reserves the right to cancel such provisional allotment.

**For further information in respect of settlement procedures concerning subscriptions, please consult the section under the heading “SUBSCRIPTIONS” in the Prospectus.**

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## REDEMPTION OF SHARES

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**For information concerning redemptions, please consult the section under the heading “REDEMPTION, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

Each Business Day is both a Dealing Day and a Valuation Day for the Man GLG Portfolios.

The Shares in each Portfolio may be redeemed on each Dealing Day at the Net Asset Value per Share calculated in respect of that Dealing Day. A Redemption Request Form should be posted, sent by facsimile or by any other form of electronic communication agreed in advance with the Administrator and the Central Bank, so as to arrive at the Administrator no later than the relevant Redemption Dealing Deadline (as set out in the “*Portfolio Specific Information – Dealing Terms*” section of this Supplement) or, in exceptional circumstances (with the Manager ensuring that such exceptional circumstances are fully documented), such later time as the Manager may from time to time permit provided that Redemption Request Forms will not be accepted after the Valuation Point in respect of the relevant Dealing Day.

If a Redemption Request Form is received by the Administrator after the time specified for receipt of same for a particular Dealing Day, it shall be treated as a request for redemption on the next Dealing Day and will receive the Net Asset Value per Share calculated on the following Dealing Day.

No redemption proceeds will be paid until all documentation required by the Company and the Administrator (including any documentation required in connection with anti-money laundering procedures) have been received and the anti-money laundering procedures have been complied with.

The relevant contact details of the Administrator can be found in the Application Form.

The Company expects to pay redemption proceeds within three (3) Business Days of the relevant Dealing Day, however, on occasion the payment of redemption proceeds may take longer subject always to the provision that redemption proceeds will be paid within ten (10) Business Days of the relevant Dealing Day. Redemption proceeds will be paid by telegraphic transfer to the Shareholder’s account specified in the Redemption Request Form. If, however, the account specified in the Redemption Request Form differs from that previously specified by the Shareholder for receipt of redemption proceeds, an original Redemption Request Form must be received by the Administrator before the proceeds will be paid.

**For further information in respect of dealing procedures concerning redemptions, please consult the section under the heading “REDEMPTIONS, CONVERSION AND TRANSFER OF SHARES” in the Prospectus.**

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## FEES AND EXPENSES

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### MANAGEMENT FEES

Details of the management fees payable in respect of each Man GLG Portfolio are set out in the *“Portfolio Specific Information - Management and Performance Fees”* section of this Supplement which needs to be read in conjunction with the *“Fees and Expenses”* section of the Prospectus.

### PERFORMANCE FEES

Details of the performance fees payable in respect of each Man GLG Portfolio are set out in the *“Portfolio Specific Information - Management and Performance Fees”* section of this Supplement which needs to be read in conjunction with the *“Fees and Expenses”* section of the Prospectus.

### “N” Share Classes

In the case of the Man GLG Portfolios, in relation to the “N Share Classes”, the performance fee shall be calculated at the rate set out in the relevant table located in the *“Portfolio Specific Information – Management and Performance Fees”* sub-section of the this Supplement as applied on the aggregate appreciation in value on each investor’s Shares in the relevant “N” Share Class, subject to the provisions in the “Fees and Expenses” section of the Prospectus that a performance fee will only be payable in respect of increases above the Reference NAV.

The appreciation in Net Asset Value in respect of each investor’s Shares in the relevant “N” Share Class shall be calculated as at each Calculation Date by deducting the “Reference NAV” for those Shares from the “Closing NAV” of those Shares for that performance period (the “Current Appreciation”). For the purposes of such calculation, the “Reference NAV” for each Share shall be the higher of the last Net Asset Value per Share as at which a performance fee was payable in respect of that Share or, in the case of Shares in respect of which no performance fee has previously been payable, the Net Asset Value per Share at which those Shares were issued. The “Closing NAV” shall be the Net Asset Value per Share at the Calculation Date as at which the calculation is being made before accrual of the performance fee, except that in respect of an investor who redeems Shares in that performance period other than as at the Calculation Date, the Closing NAV shall be the Net Asset Value per Share at the date of redemption, before accrual of the performance fee.

As further described below, calculating the performance fee on a Share-by-Share basis is done in order to maintain a single Net Asset Value per Share within each Class. As of each Calculation Date, the aggregate amount of Current Appreciation in the Net Asset Value with respect to all Shares within a Class for the relevant performance period is determined. A performance fee equal to a percentage of such aggregate amount of Current Appreciation over the amount of the investors benchmark return for those Shares (as disclosed in the relevant Supplement) is charged to such Class as a whole. This means that, where a performance fee is payable in respect of a Class, the Net Asset Value per Share of all Shares in that Class is reduced equally to reflect the payment of the per Share average of the aggregate performance fee for the Class as a whole and not the individual performance of those Shares during the relevant performance period. Accordingly, it is possible that the Net Asset Value of Shares in a Class held by a Shareholder may reflect the payment of a performance fee even though the Net Asset Value of such Shares experienced no appreciation or even depreciated during the relevant period. Since the Net Asset Value per Share of all Shares within each Class is reduced to reflect the payment of the performance fee attributable to such Class, it is also possible that the Net Asset Value of Shares held by a Shareholder may bear a disproportionate amount of the performance fee in relation to the actual appreciation that such Shares experienced during the relevant period. However, the performance fee attributable to a Share that is redeemed at any time other than at a Calculation Date shall be based on the difference between the Closing NAV of such Share (before accrual of the performance fee) as of the end of the Dealing Day on which such Share is redeemed and the Reference NAV of such Share. Accordingly, when a Share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such Share could be different from the performance fee that would be payable if such Share was not redeemed until the Calculation Date; and (ii) the holder redeeming such Share would not get the benefit of, or suffer the disadvantage of, the allocation of the performance fee across the Class as a whole.

In the case of the “N” Share Classes, there is no benchmark return and a performance fee will be payable in respect of the aggregate appreciation in value on each investor’s Shares in that Class, subject to the provisions above in respect of the Reference NAV.

### Calculation Date

In the case of the Man GLG Portfolios, the Calculation Date for the performance fee calculation is as set out below:

Calculation Date	Portfolio
The performance fee is calculated semi-annually in arrears as at the last Business Day in the six month period ending on 30 June and the last Business Day in the six month period ending on 31 December in each year.	Man GLG European Alpha Alternative Man GLG Alpha Select Alternative Man GLG European Equity Alternative Man GLG Global Equity Alternative Man GLG European Alpha Alternative Enhanced Man GLG Cred-Eq Alternative Man GLG European Mid-Cap Equity Alternative Man GLG Unconstrained Emerging Equity Man NewSmith UK Equity Alternative (with the exception of “E” Share Classes) Man GLG Global Fundamental Equity
The performance fee is calculated annually in arrears as at the last Business Day in the twelve month period ending on 31 December in each year.	Man GLG Innovation Equity Alternative Man NewSmith UK Equity Alternative (“E” Share Classes)

### ESTABLISHMENT EXPENSES

The establishment expenses and amortisation period of each Man GLG Portfolio are set out in the table below.

Name of Fund	Formation Expenses	Amortisation Period	Fully Amortised
Man GLG Unconstrained Emerging Equity	EUR 50,000	36 months	No
Man NewSmith UK Equity Alternative	EUR 50,000	36 months	No
Man GLG Innovation Equity Alternative	USD 50,000	36 months	No
Man GLG Global Fundamental Equity	EUR 50,000	36 months	No

In each case the amortisation period will commence immediately upon the launch of the relevant Man GLG Portfolio.



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## **DISTRIBUTION POLICY**

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Each of the Man GLG Portfolios may be comprised of accumulation Share Classes and Dist Share Classes. Further detail in respect of the distribution policy is set out in the “Distribution Policy” section of the Prospectus.

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## **STOCK EXCHANGE LISTING**

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Information in relation to applications (if any) to the Irish Stock Exchange for the listing of Classes of Shares in the Man GLG Portfolios on the Official List and trading on the Global Exchange Market or Main Securities Market of the Irish Stock Exchange shall be set out on [www.ise.ie](http://www.ise.ie).

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## THE DISTRIBUTOR

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The Manager has appointed GLG LP as non-exclusive Distributor in relation to the distribution and sale of Shares in the Man GLG Portfolios. Under the Distribution Agreement dated 21 December 2007 between the Manager and GLG LP, GLG LP has agreed to use all reasonable endeavours to procure subscribers for Shares and to advise the Company of actions which would be advantageous to the Company in selling the Shares.

GLG LP is obliged to carry out its duties in accordance with applicable laws. GLG LP has agreed to indemnify the Company for loss arising from a breach by GLG LP of these obligations, save where GLG LP has relied (without negligence, bad faith, wilful default or fraud) on legal advice received from the legal advisers to the Company.

Under the Distribution Agreement, GLG LP (and its directors, officers, employees and agents) shall not be liable for any loss or damage arising directly or indirectly out of or in connection with the performance by GLG LP of its duties unless such loss or damage arose out of or in connection with the negligence, wilful default, fraud or bad faith of or by that GLG LP in the performance of its duties or of any sub-distributor or agent appointed by GLG LP under the Distribution Agreement. The Manager shall indemnify GLG LP (and its directors, officers, employees and agents) from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses (including legal and professional fees and expenses arising therefrom or incidental thereto) which may be made or brought against or directly or indirectly suffered or incurred by GLG LP (or any of its directors, officers, employees or agents) arising out of or in connection with the performance of its obligations and duties under the Distribution Agreement, in the absence of any such negligence, wilful default, fraud or bad faith.

The Distribution Agreement will continue in force for a period of three (3) years from 21 December 2007 (the "Commencement Date") and for each successive one (1) year period commencing on each anniversary of the Commencement Date, unless terminated earlier by either party immediately by notice in writing to the other party if the other party shall at any time (i) commit any material breach of the Distribution Agreement or commit persistent breaches of the Distribution Agreement which is or are either incapable of remedying or have not been remedied within thirty (30) days of the terminating party serving notice upon the other party requiring it to remedy same; (ii) become incapable of performing its obligations or duties under the Distribution Agreement; (iii) become unable to pay its debts as they fall due or otherwise becoming insolvent or entering into any composition or arrangement with or for the benefit for its creditors or any class thereof; (iv) be the subject of any petition for the appointment of an examiner, administrator, trustee, official assignee or similar officer appointed to it or in respect of its affairs or assets; (v) have a receiver appointed over all or any substantial part of its undertaking, assets or revenues; (vi) be the subject of an effective resolution for its winding up except in relation to a voluntary winding up for the purposes of reconstruction or amalgamation upon terms previously approved in writing by the other party; or (vii) be the subject of a resolution or a court order for its winding up. The Distribution Agreement may be terminated forthwith by either party to the Agreement upon the termination of the Management Agreement.

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## THE PROSPECTUS

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This Supplement forms part of the Prospectus and should be read in the context of, and together with the Prospectus. In addition to those sections of the Prospectus which have been referred to in the body of this Supplement, investors should note the following provisions of the Prospectus which apply to the Man GLG Portfolios.

1. Important Information
2. Investment Objective and Policies
3. Investment Powers and Restrictions
4. Efficient Portfolio Management
5. Certain Investment Risks
6. Borrowing Policy and Leverage
7. Subscriptions
8. Redemption, Conversion and Transfer of Shares
9. Fees and Expenses
10. Distribution Policy
11. Determination and Publication and Temporary Suspension of Net Asset Value;
12. Termination of Portfolios;
13. The Company
14. The Manager
15. Fund Administration
16. The Depositary
17. The Distributor
18. Local Intermediaries
19. Taxation;
20. General;
  - (a) The Share Capital;
  - (b) Variation of Share Capital;
  - (c) Variation of Shareholder Rights;
  - (d) Voting Rights;
  - (e) Memorandum and Articles of Association;
  - (f) Conflicts of Interest;

- (g) Meetings;
  - (h) Reports and Accounts;
  - (i) Account Communications;
  - (j) Confidential Information;
  - (k) Periodic Reports;
  - (l) Winding Up;
  - (m) Material Contracts; and
  - (n) Documents for Inspection;
- 21. Appendix I – Definitions;
  - 22. Appendix II – Definition of US Person;
  - 23. Appendix III – Recognised Markets;
  - 24. Appendix IV – Additional Distribution and Selling Restrictions; and
  - 25. Appendix V – Delegates and Sub-Delegates of the Depositary



**MAN FUNDS VI PLC**  
(the "Company")

**THE PROSPECTUS DATED 03 January 2018.**

**This Luxembourg supplement forms part and should be read in conjunction with the prospectus dated 03 January 2018 may not be used separately.**

**This Luxembourg supplement specifically refers to the investment into the following sub-funds of the Company by prospective investors in Luxembourg:**

**Man AHL Multi Strategy Alternative  
Man AHL TargetRisk  
Man AHL Volatility Alternative  
Man GLG Alpha Select Alternative  
Man GLG European Alpha Alternative  
Man GLG European Equity Alternative  
Man GLG European Mid-Cap Equity Alternative  
Man GLG Global Emerging Markets Debt Total Return  
Man GLG Global Equity Alternative  
Man GLG Global Fundamental Equity  
Man GLG Innovation Equity Alternative  
Man GLG Unconstrained Emerging Equity  
Man Numeric Market Neutral Alternative  
Man Alternative Style Risk Premia**

**Luxembourg Paying Agent**

In accordance with the requirements of applicable Luxembourg laws, The Bank of New York Mellon (Luxembourg) S.A. with its registered office at 2-4, rue Eugène Ruppert, L-2453 Luxembourg, was appointed as paying agent (the "Luxembourg Paying Agent") of the Company in Luxembourg. Accordingly, shareholders resident in Luxembourg may lodge applications for subscription, redemption and conversion of shares, and obtain payment of redemption of their shares and distribution payments, through the Luxembourg Paying Agent.

**Documents and Information**

Copies of the memorandum and articles of association establishing the Company, the Prospectus and the latest annual and interim report and accounts, the certificate from the Central Bank of Ireland, as well as the issue and redemption prices may be obtained from the Luxembourg Paying Agent at the above address during usual business hours on bank business days.

Any notices to shareholders will be sent to their registered address.

**Taxation in Luxembourg**

*The Company*

Under current Luxembourg law, there are no Luxembourg ordinary income, capital gains, estate or inheritance taxes payable by the Company.

### *Shareholders*

Under current Luxembourg law, there are no Luxembourg ordinary income, capital gains, estate or inheritance taxes payable by the shareholders in respect of their shares, except under certain conditions by shareholders who are domiciled in, or are residents of or have a permanent establishment in the Grand Duchy of Luxembourg.