OAKTREE (LUX.) FUNDS
PROSPECTUS
Société d'investissement à capital variable
Registered Office: 49, Avenue J.F. KennedyL-1855 Luxembourg
Grand Duchy of Luxembourg
Luxembourg B 172.546

December 2017

THIS IS AN OFFER TO SUBSCRIBE FOR SHARES WITHOUT PAR VALUE ISSUED IN OAKTREE (LUX.) FUNDS, EACH SHARE BEING LINKED TO ONE OF THE SUB-FUNDS OF THE COMPANY.

EACH SUB-FUND OFFERS DIFFERENT CLASSES OF SHARES, AS FURTHER DESCRIBED HEREIN. THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY MAY DECIDE TO CREATE FURTHER CLASSES OF SHARES AND/OR SUB-FUNDS WITH DIFFERENT CHARACTERISTICS, AND PROVIDE FOR CONVERSION OF CLASSES AND/OR SUB-FUNDS, IN WHICH CASE THIS PROSPECTUS WILL BE UPDATED ACCORDINGLY.

ON THE INITIAL SUBSCRIPTION DAY SHARES IN EACH SUB-FUND WILL BE OFFERED AT AN INITIAL PRICE AS SPECIFIED FOR EACH SUB-FUND IN ANNEX A. THE INITIAL PRICE MIGHT BE SUBJECT TO THE COMMISSIONS DETAILED IN THIS PROSPECTUS.

THE INITIAL SUBSCRIPTION DAY OF A SUB-FUND SHALL TAKE PLACE ON THE LAUNCH DATE AS SPECIFIED FOR EACH SUB-FUND IN ANNEX A OR SUCH LATER DAY AS THE DIRECTORS SHALL DETERMINE.

THE REFERENCE CURRENCY OF EACH SUB-FUND IS THE CURRENCY IN WHICH EACH SUB-FUND IS DENOMINATED. THE DEALING CURRENCY OF EACH CLASS IS THE CURRENCY IN WHICH EACH CLASS IS DENOMINATED. UNLESS OTHERWISE PROVIDED IN ANNEX A, THE DEALING CURRENCY OF EACH CLASS OF EACH SUB-FUND IS THE SAME AS THE REFERENCE CURRENCY. THE CONSOLIDATED CURRENCY OF THE COMPANY IS THE USD.

THE SHARES MAY BE LISTED ON THE LUXEMBOURG STOCK EXCHANGE AS REFERRED TO IN ANNEX A WITH RESPECT TO EAC

VISA 2017/110114-7677-0-PC
L'apposition du visa ne peut en aucun cas servir d'argument de publicité
Luxembourg, le 2017-12-01
Commission de Surveillance du Secteur Financier

IMPORTANT INFORMATION

IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS, YOU SHOULD CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER FINANCIAL ADVISOR. NO PERSON IS AUTHORIZED TO GIVE ANY INFORMATION OTHER THAN THAT CONTAINED IN THE PROSPECTUS, OR ANY OF THE DOCUMENTS REFERRED TO HEREIN THAT ARE AVAILABLE FOR PUBLIC INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY.

THE COMPANY IS REGISTERED IN THE GRAND DUCHY OF LUXEMBOURG AS AN UNDERTAKING FOR COLLECTIVE INVESTMENT IN TRANSFERABLE SECURITIES WITH MULTIPLE COMPARTMENT PURSUANT TO PART I OF THE LUXEMBOURG LAW OF 17 DECEMBER 2010 ON UNDERTAKINGS FOR COLLECTIVE INVESTMENT AND THE DIRECTIVE 2009/65/EC OF THE EUROPEAN UNION PARLIAMENT AND OF THE COUNCIL OF 13 JULY 2009. HOWEVER, SUCH REGISTRATION DOES NOT IMPLY A POSITIVE ASSESSMENT BY THE LUXEMBOURG FINANCIAL SUPERVISORY AUTHORITY OF THE CONTENTS OF THE PROSPECTUS OR OF THE QUALITY OF THE SHARES OFFERED FOR SALE. ANY REPRESENTATION TO THE CONTRARY IS UNAUTHORIZED AND UNLAWFUL.

THE COMPANY HAS APPOINTED A MANAGEMENT COMPANY IN ACCORDANCE WITH PART I OF THE UCI LAW, AS FURTHER DETAILED BELOW.

THE PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO ANYONE OR SOLICITATION BY ANYONE IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION IS UNLAWFUL OR IN WHICH THE PERSON MAKING SUCH AN OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO.

ANY INFORMATION GIVEN BY ANY PERSON NOT MENTIONED IN THE PROSPECTUS SHOULD BE REGARDED AS UNAUTHORIZED. THE INFORMATION CONTAINED IN THE PROSPECTUS IS CONSIDERED TO BE ACCURATE AT THE DATE OF ITS PUBLICATION. TO REFLECT MATERIAL CHANGES, THE PROSPECTUS MAY BE UPDATED FROM TIME TO TIME AND POTENTIAL SUBSCRIBERS SHOULD ENQUIRE OF THE COMPANY AS TO THE ISSUE OF ANY LATER PROSPECTUS.

THE DISTRIBUTION OF THE PROSPECTUS AND THE OFFERING OF THE SHARES MAY BE RESTRICTED IN CERTAIN JURISDICTIONS. IT IS THE RESPONSIBILITY OF ANY PERSONS IN POSSESSION OF THE PROSPECTUS AND ANY PERSONS WISHING TO SUBSCRIBE FOR SHARES PURSUANT TO THE PROSPECTUS TO INFORM THEMSELVES OF, AND TO OBSERVE, ALL APPLICABLE LAWS AND REGULATIONS OF ANY RELEVANT JURISDICTIONS. POTENTIAL SUBSCRIBERS OR PURCHASERS OF SHARES SHOULD INFORM THEMSELVES AS TO THE POSSIBLE TAX CONSEQUENCES, THE LEGAL REQUIREMENTS AND ANY FOREIGN EXCHANGE RESTRICTIONS OR EXCHANGE CONTROL REQUIREMENTS WHICH THEY MIGHT ENCOUNTER UNDER THE LAWS OF THE COUNTRIES OF THEIR CITIZENSHIP,

RESIDENCE OR DOMICILE AND WHICH MIGHT BE RELEVANT TO THE SUBSCRIPTION, PURCHASE, HOLDING OR SALE OF SHARES.

AN INVESTMENT IN SHARES INVOLVES SIGNIFICANT RISKS. INVESTORS SHOULD READ THIS PROSPECTUS IN ITS ENTIRETY AND SHOULD CONSIDER THE RISKS DESCRIBED UNDER THE SECTION HEADED "RISK FACTORS" BEFORE INVESTING IN SHARES OF A SUB-FUND.

INVESTORS ARE REFERRED TO ANNEX B WHICH CONTAINS A SHORT SUMMARY OF CERTAIN IMPORTANT TAXATION PRINCIPLES THAT MAY BE OR MAY BECOME RELEVANT WITH RESPECT TO THE SHARES. ANNEX B DOES NOT PURPORT TO BE A COMPLETE SUMMARY OF TAX LAW AND PRACTICE CURRENTLY APPLICABLE IN ANY OF THE JURISDICTIONS MENTIONED. THE SUMMARY IS BASED ON TAX LAWS AS AT THE DATE OF THIS PROSPECTUS. PROVISIONS MAY CHANGE WITH LITTLE NOTICE, POSSIBLY WITH RETROACTIVE EFFECT.

THE COMPANY ALSO PUBLISHES KEY INVESTOR INFORMATION DOCUMENTS THAT INCLUDES THE INFORMATION NECESSARY FOR INVESTORS TO MAKE AN INFORMED JUDGMENT OF THE INVESTMENT PROPOSED TO THEM AND, IN PARTICULAR, THE RISKS ATTACHED THERETO.

SUBSCRIPTIONS FOR SHARES CAN BE ACCEPTED ONLY ON THE BASIS OF THE CURRENT PROSPECTUS AND KIIDS. THE COMPANY WILL PRODUCE AN ANNUAL REPORT THE AUDITED ACCOUNTS AND UN-AUDITED SEMI-ANNUAL REPORTS. FOLLOWING THE PUBLICATION OF THE FIRST OF EITHER REPORT, THE CURRENT PROSPECTUS AT THAT DATE WILL BE VALID ONLY IF ACCOMPANIED BY SUCH ANNUAL REPORT OR SEMI-ANNUAL REPORT. THESE REPORTS IN THEIR LATEST VERSION WILL FORM AN INTEGRAL PART OF THE PROSPECTUS.

THE COMPANY DRAWS THE INVESTORS' ATTENTION TO THE FACT THAT ANY INVESTOR WILL ONLY BE ABLE TO FULLY EXERCISE HIS / HER INVESTOR RIGHTS DIRECTLY AGAINST THE COMPANY, NOTABLY THE RIGHT TO PARTICIPATE IN GENERAL SHAREHOLDERS' MEETINGS IF THE INVESTOR IS REGISTERED HIMSELF / HERSELF AND IN HIS / HER OWN NAME IN THE SHAREHOLDERS' REGISTER OF THE COMPANY. IN CASES WHERE AN INVESTOR INVESTS IN THE COMPANY THROUGH AN INTERMEDIARY OR DISTRIBUTOR INVESTING INTO THE COMPANY IN HIS OWN NAME BUT ON BEHALF OF THE INVESTOR, IT MAY NOT ALWAYS BE POSSIBLE FOR THE INVESTOR TO EXERCISE CERTAIN SHAREHOLDER RIGHTS DIRECTLY AGAINST THE COMPANY. INVESTORS ARE RECOMMENDED TO TAKE SEPARATE, INDEPENDENT ADVICE ON THEIR RIGHTS IN THIS REGARD.

OAKTREE (LUX.) FUNDS
PROSPECTUS

Société d'investissement à capital variable

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KEY SERVICE PROVIDERS OF THE COMPANY

Promoter
Oaktree Capital Management (UK) LLP
Verde, 10 Bressenden Place,
London, SW1E 5DH, United Kingdom

Board of Directors
John Edwards
Dominic Keenan
Tom Ware
Martin Fahr

Management Company
FundRock Management Company S.A.
33, rue de Gasperich
L-5826 Hesperange
Grand Duchy of Luxembourg

Board of Directors of the Management Company
Kevin Brown (Chairman)
Independent Non-Executive Director,
London, United Kingdom

Lorna Cassidy
Executive Director - Finance
FundRock Management Company S.A., Luxembourg

Gudrun Goebel
Executive Director - Network & Client Relationships
FundRock Management Company S.A., Luxembourg

Eric May
Director
Founding Partner, BlackFin Capital Partners, Paris, France

Michel Vareika
Independent Non-Executive Director
Director of Companies, Luxembourg

Revel Wood
Executive Director - Chief Executive Officer
FundRock Management Company S.A., Luxembourg

Investment Managers
Oaktree Capital Management, L.P.
333 South Grand Avenue, 28th Floor
Los Angeles, California 90071
USA
and,
Oaktree Capital Management (UK) LLP
Verde, 10 Bressenden Place,
London, SW1E 5DH, United Kingdom

Auditor of the Management Company
Deloitte Luxembourg
560 Rue de Neudorf
2220
Luxembourg

Global Distributor
Oaktree Capital Management (UK) LLP
Verde, 10 Bressenden Place,
London, SW1E 5DH, United Kingdom

Depositary
State Street Bank Luxembourg S.C.A
49 Avenue J.F. Kennedy
L-1855 Luxembourg

Central Administration, Paying Agent and Registrar And Transfer Agent

State Street Bank Luxembourg S.C.A
49 Avenue J.F. Kennedy
L-1855 Luxembourg

Auditor
Ernst &Young
35E, Avenue John F. Kennedy
L-1855, Luxembourg

Legal Advisor
Clifford Chance
10 boulevard G.D. Charlotte,
B.P. 1147, L-1011 Luxembourg
Grand Duchy of Luxembourg

DEFINITIONS

The following words shall have the following meanings in this Prospectus:

"ABS"	asset-backed securities;
"Account Number"	a personal account number given to Shareholders by the Company on acceptance of their initial subscription;
"Annual Report"	the annual report of the Company containing the audited accounts;
"Articles of Incorporation"	the articles of incorporation of the Company;
"Auditors"	the auditors of the Company from time to time;
"Board" or "Board of Directors"	the board of Directors of the Company;
"CAD"	Canadian dollar;
"Central Administration"	State Street Bank Luxembourg S.C.A., acting in its capacity as central administration of the Company, or such other central administration as may be appointed by the Management Company from time to time;
"Central Administration Agreement"	an agreement between the Company and the Central Administration , as may be amended from time to time;
"CHF"	Swiss Franc;
"Class" or "Share Class"	a class of Shares;
"Company"	Oaktree (Lux.) Funds;
"Contributed Securities"	securities contributed by Shareholders;
"Conversion Deadline"	3 p.m. Central European Time;
"CSSF"	*Commission de Surveillance du Secteur Financier*;

"Dealing Currency"	the currency in which each Class is denominated;
"Depositary"	State Street Bank Luxembourg S.C.A., acting in its capacity as the depositary of the Company, or such other Luxembourg credit institution within the meaning of the 1993 Law as may subsequently be appointed to act in such capacity;
"Depositary Bank Agreement"	an agreement between the Company and the Depositary, as may be amended from time to time;
"Director"	each member of the Board of Directors of the Company;
"Distributor (or Nominee)"	a sub-distributor or nominee appointed by the Global Distributor for the purpose of assisting in the distribution of the Shares;
"Distribution and Nominee Agreements"	sub-distribution and nominee agreements between the Global Distributor and Distributors or Nominees in relation to the sale of Shares;
"Distribution Fees"	the distribution fees in respect of each Sub-Fund, payable out of the assets of each Sub-Fund, to any Distributor;
"Eligible Investors"	professional clients (as such persons are defined in MiFID) whose subscriptions for Shares are made in their own name on behalf of clients within a discretionary mandate and/ or an advisory mandate, who are domiciled in countries where Class E Shares are offered;
“ESMA Guidelines”	the ESMA Guidelines on ETFs and other UCITS issues (EMSA 2012/832);
"EU"	European Union;
"EU Member State"	pursuant to the UCI Law, a Member State of the EU, it being understood that the Member States that are contracting parties to the agreement creating the European Economic Area other than the Member States of the EU, within the limits set forth by such agreement and related acts, are considered as equivalent to Member States of the EU;
"EUR"	Euros;

"European High Yield Debt"	fixed and floating rate debt instruments or obligations, with a focus on high yield bonds, of European Issuers and similar Euro-denominated securities of North American Issuers;
"European Issuers"	entities that are domiciled in or have a substantial portion of their total assets or operations in a European country;
"GBP"	United Kingdom Pounds Sterling;
"Global Distributor"	Oaktree UK, or such other global distributor as may be appointed by the Company and the Management Company from time to time;
"Global Distribution Agreement"	an agreement between the Company, the Management Company and Oaktree UK, as may be amended from time to time;
"Global Management Fee"	the Distribution Fee together with the Portfolio Management Fee;
"Government Securities"	temporary investments in securities issued or guaranteed by a member state of the OECD or their local authorities or public international bodies with EU, regional or worldwide scope;
"Hedged Class of Shares"	hedged versions of each Share Class;
"High Income Securities"	high income convertible securities;
"Initial Price"	initial price at which Shares in each Sub-Fund will be offered;
"in-kind contribution"	transferable securities and other assets permitted by Part I of the UCI Law as payment for subscription;
"Institutional Investors"	institutional investors as defined by the Luxembourg supervisory authority;
"Investment Manager", collectively "Investment Managers"	one or more investment managers with respect to the management of each of the Sub-Funds, as specified in Annex A of this Prospectus, appointed by the Management Company;

"Investment Management Agreement"	in respect of an Investment Manager, an agreement between the Company, the Management Company and such Investment Manager, as may be amended from time to time and in respect of the appointment of Oaktree UK, an agreement between the Company, the Management Company and Oaktree UK, as may be amended from time to time;
"Investment Sub-Manager"	an investment sub-manager appointed by an Investment Manager, details of which are set out in Annex A;
"KIIDs"	key investor information documents in respect of the Sub-Funds;
"Launch Date"	the launch date as specified for each Sub-Fund in Annex A;
"Luxembourg Bank Business Day"	any full day on which banks are normally open for business in Luxembourg;
"Management Company"	FundRock Management Company S.A., a public limited liability company incorporated under the laws of the Grand Duchy of Luxembourg, or such other management company as may be appointed by the Company from time to time;
"Management Company Agreement"	an agreement between the Company and the Management Company, as may be amended from time to time;
"MBS"	mortgage-backed securities;
"*Mémorial*"	the *Mémorial C, Recueil des Sociétés et Associations*;
"MiFID"	Directive 2004/39/EC of the European Parliament and of the Council of April 21, 2004 on Markets in Financial Instruments (as amended, recast, modified, supplemented, re-enacted or replaced from time to time including under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and Regulation (EU) No 600/2014 of the European Parliament and of the Council on markets in financial instruments);
"Moody's"	Moody's Investors Service, Inc;
"Net Asset Value" or "NAV"	the net asset value of the Shares;

"Net Investment Income"	all interest, dividend and similar income accrued by the Sub-Fund for the relevant period less all accrued expenses for the period, including any reserves established by the Company;
"Net Realized Capital Gains"	the net capital gains realized by the Sub-Fund for book purposes from the disposition of investments (increased by any ordinary income and decreased by any ordinary deductions resulting from such disposition);
"NOK"	Norwegian Krone;
"Non-U.S. Convertible Securities"	convertible securities (*a*) of issuers (*i*) organized in a jurisdiction other than the U.S. or (*ii*) that do not have a substantial amount of assets or conduct a substantial amount of business inside the U.S.; or (*b*) traded primarily outside of the U.S.; or (*c*) issued in a jurisdiction other than the U.S. and payable in a currency other than USD;
"Non-U.S. Securities"	securities (*a*) of issuers (*i*) organized in a jurisdiction other than the U.S. or (*ii*) that do not have a substantial amount of assets or conduct a substantial amount of business inside the U.S.; or (*b*) traded primarily outside of the U.S.; or issued in a jurisdiction other than the U.S. and payable in a currency other than USD;
"North American Issuers"	entities that are domiciled in or have a substantial portion of their assets, revenues or operations in the U.S. or Canada;
"OCG"	Oaktree Capital Group, LLC;
"OECD"	the Organization for Economic and Cooperation and Development;
"Oaktree"	Oaktree Capital Management, L.P.;
"Oaktree UK"	Oaktree Capital Management (UK) LLP;
"OTC Derivatives"	over-the-counter derivatives;
"Other Oaktree Funds"	the other funds and accounts which Oaktree and its affiliates currently manage and may in the future manage;

"Paying Agent"	State Street Bank Luxembourg S.C.A., a credit institution incorporated as a public limited liability company under the laws of Luxembourg, in its capacity as paying agent of the Company, or such other paying agent as may be appointed from time to time;
"Permitted Investments"	permitted investments of each Sub-Fund, as set out in the section headed "Investment Universe – Permitted Investments" in respect of each Sub-Fund in Annex A;
"Personal Data"	each Shareholder's name and contact details, the amount they have invested in a Sub-Fund, from time to time, and any other information he/she may provide to the Company at the time of their subscription or afterwards;
"Portfolio Management Fee"	a management fee payable to the Investment Managers, out of the assets of each Sub-Fund;
"Prohibited Persons"	any person, firm, partnership or corporate body whose ownership of Shares, in the sole opinion and discretion of the Board, may be detrimental to the interests of existing Shareholders or of the Company if it may result in a breach of any law or regulation, whether in Luxembourg or otherwise, or if as a result thereof the Company may become exposed to tax disadvantages, fines or penalties that it would not otherwise have incurred. For the avoidance of doubt, the term “Prohibited Persons” includes U.S. Persons;
"Prospectus"	this prospectus of the Company;
"Redemption Deadline"	3 p.m. Central European Time on a Luxembourg bank business day;
"Redemption Fee"	any applicable redemption fee payable in respect of Redemptions, as specified in Annex A;
"Redemption Price"	the redemption price for Shares calculated on the basis of the Net Asset Value per Share determined in the manner set out in the section headed "Procedures for Redemption";
"Reference Currency"	the currency in which each Sub-Fund is denominated;
"Registrar and Transfer	State Street Bank Luxembourg S.C.A., , acting in its capacity

Agent"	as registrar and transfer agent of the Company, or such other registrar and transfer agent as may be appointed by the Management Company from time to time;
"Repurchase Agreements"	any agreement with a bank or broker dealer whereby such bank or broker-dealer agrees to repurchase securities sold by it to the Sub-Fund within a specified time;
"S&P"	Standard & Poors;
"Semi-Annual Report"	the un-audited semi-annual report of the Company;
"Service Fees"	the fees paid by the Company, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent;
"Shares"	shares without par value issued in the Company;
"Short-term Investments"	short-term investments in transferable securities such as interest bearing Government Securities;
"Shareholders"	shareholders of the Company from time to time;
"Sub-Fund", together the "Sub-Funds"	a sub-fund of the Company;
"Subscription Currency"	the currency of a subscription for Shares;
"Subscription Deadline"	3 p.m. Central European Time;
"Subscription Fee"	the subscription fee levied in favour of the Company or the Global Distributor, as the case may be, details of which for each Sub-Fund are set out in Annex A;
"Subscription Price"	the subscription price for Shares, being a price corresponding to the Net Asset Value of the relevant Share Class in the Sub-Fund;
"UCI"	an undertaking for collective investment;
"UCI Law"	the amended Luxembourg law of 17 December 2010 on

	undertakings for collective investment;
"UCITS"	an undertaking for collective investment in transferable securities;
"UCITS Directive"	the directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 in the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended by the directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 as regards depositary functions, remuneration policies and sanctions, as may be further amended in the future;
"UCITS Regulation"	Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries;
"U.S. Convertible Securities"	all securities other than Non-U.S. Convertible Securities;
"USD"	U.S. dollar;
"Valuation Day"	the Luxembourg Bank Business Day when the Net Asset Value per Share of each Share Class in each Sub-Fund is determined;
"VaR"	Value at Risk methodology.

THE COMPANY

The Company has been incorporated for an unlimited period of time on 6 November 2012 under Luxembourg law as a "*société d'investissement à capital variable*" (SICAV). The minimum capital of the Company required by Luxembourg law is currently the equivalent of EUR 1,250,000. The Articles of Incorporation have been deposited with the Luxembourg Register for Trade and Companies and have been published in the *Mémorial*. The Company is registered with the Luxembourg Register for Trade and Companies under number B 172.546.

The Articles of Incorporation may be amended from time to time by an extraordinary general meeting of Shareholders, subject to the quorum and majority requirements prescribed under Luxembourg law. Any amendment to the Articles of Incorporation shall be published in the *Mémorial*, in a Luxembourg daily newspaper and, if necessary, in the official publications specified for the respective countries in which the Shares are sold. Such amendments become legally binding on all Shareholders, following their approval by Shareholders.

The Company is a single legal entity and is structured as an umbrella fund in that, pursuant to the Articles of Incorporation, the Board may at any time establish different pools of assets, each constituting a Sub-Fund. There is no cross liability between Sub-Funds and each Sub-Fund will be exclusively responsible for all obligations and liabilities attributable to it. The Directors shall maintain for each Sub-Fund a separate pool of assets.

Each Sub-Fund may have similar or different investment strategies and other specific features (including but not limited to, specific fee structures, permitted investments, investment restrictions and distribution policies) as the Board shall determine in its sole discretion. The Board may decide to create further Classes of Shares and / or Sub-Funds with different characteristics, and to provide for conversion of Classes of Shares and / or Sub-Funds, in which case this Prospectus will be updated accordingly.

Investment Objective of the Company

The main objective of the Company is to provide Shareholders with a choice of professionally managed Sub-Funds investing in a wide range of transferable securities in order to achieve an optimum return from capital invested, while reducing investment risk through diversification.

Investment Policies

The investment objective and policy of the Sub-Funds are described in Annex A. The Sub-Funds are managed in accordance with the investment restrictions set out in the section below headed "Description of Investments and Investment Restrictions" and the specific investment restrictions for each Sub-Fund set out in Annex A. The risk management procedures employed in relation to each Sub-Fund are further described in the sections below headed "Risk Management" and "Special Techniques and Instruments". The Company will provide the relevant Shareholders with at least 30 days prior notice of any change in its investment policy.

Each Sub-Fund may utilise financial techniques and instruments for investment purposes, hedging purposes and efficient portfolio management. Such portfolio strategies include transactions in financial futures contracts and options thereon. The Sub-Funds may also engage

in transactions in options, on bond and stock indices and on portfolios of indices. The Sub-Funds may seek to hedge their investments against currency fluctuations which are adverse to the respective currencies in which these Sub-Funds are denominated by utilising currency options, futures contracts and forward foreign exchange contracts.

The Sub-Funds may sell interest rate futures contracts, write call options or purchase put options on interest rates or enter into swap agreements for the purpose of hedging against interest rate fluctuations.

MANAGEMENT AND ADMINISTRATION

The Promoter

Oaktree UK acts as promoter of the Company. Oaktree UK is an affiliate of Oaktree. It was incorporated as a limited liability partnership under the laws of England and Wales on 15 April 2011 and is authorised and regulated by the Financial Conduct Authority in the United Kingdom.

The Board of Directors

The Directors, whose names are set out above, are responsible for the Company's management, control, administration and the determination of its overall investment objectives and policies. Further details of each Director are set out in the section headed "Oaktree Professionals".

The Management Company

The Directors have appointed FundRock Management Company S.A. as management company of the Company to perform investment management, administration and marketing functions as described in Annex 2 of the UCI Law pursuant to an agreement effective as of [•] entered into between the Company and the Management Company which may be terminated by a written prior notice given three months in advance by either party to the other.

The Management Company was incorporated as a "*société anonyme*" under the laws of the Grand Duchy of Luxembourg on 10 November 2004 and is approved as a management company regulated by chapter 15 of the UCI Law relating to undertakings for collective investment. The Management Company has a subscribed and paid-up capital of 10,000,000 Euro.

The Management Company has been permitted by the Company to delegate certain administrative, distribution and investment management functions to specialised service providers. In that context, the Management Company has delegated certain administration functions to State Street Bank Luxembourg S.C.A. The Management Company has also delegated certain investment management functions to the Investment Manager as more fully described below.

The Management Company will monitor, on a continued basis, the activities of the third parties to which it has delegated functions . The agreements entered between the Management Company and the relevant third parties provide that the Management Company can give further instructions to such third parties, and that it can withdraw their mandate with immediate effect if

this is in the interest of the shareholders at any time. The Management Company's liability towards the Company is not affected by the fact that it has delegated certain functions to third parties.

The Management Company shall also:

- ensure compliance by the Sub-Funds with the investment restrictions and oversee the implementation of the Sub-Funds' strategies and investment policies; and
- send reports to the Directors on a periodic basis and inform each Director without delay of any non-compliance with the investment restrictions by any Sub-Fund.

The Management Company acts as management company for other investment funds. The names of these other funds are available upon request at the registered office of the Management Company.

The Management Company has established and applies a remuneration policy in accordance with principles laid out under the UCITS Directive and any related legal and regulatory provisions applicable in Luxembourg.

The remuneration policy is aligned with the business strategy, objectives, values and interests of the Management Company and the UCITS that it manages and of the investors in such UCITS, and which includes, *inter alia*, measures to avoid conflicts of interest; and it is consistent with and promotes sound and effective risk management and does not encourage risk taking which is inconsistent with the risk profiles, rules or instruments of incorporation of the UCITS that the Management Company manages.

As an independent management company relying on a full-delegation model (i.e. delegation of the collective portfolio management function), the Management Company ensures that its remuneration policy adequately reflects the predominance of its oversight activity within its core activities. As such, it should be noted that the Management Company's employees who are identified as risk-takers under the UCITS Directive are not remunerated based on the performance of the UCITS under management.

The Management Company's remuneration policy, in a multi-year framework, ensures a balanced regime where remuneration both drives and rewards the performance of its employees in a measured, fair and well-thought-out fashion, which relies on the following principles*:

- Identification of the persons responsible for awarding remuneration and benefits (under the supervision of the remuneration committee and subject to the control of an independent internal audit committee);
- Identification of the functions performed within the Management Company which may impact the performance of the entities under management;
- Calculation of remuneration and benefits based on the combination of individual and company's performance assessment;
- Determination of a balanced remuneration (fixed and variable);
- Implementation of an appropriate retention policy with regards to financial instruments used as variable remuneration;

- Deferral of variable remuneration over 3-year periods; and
- Implementation of control procedures/adequate contractual arrangements on the remuneration guidelines set up by the Management Company's respective portfolio management delegates.

*It should be noted that, upon issuance of final regulatory guidelines, this remuneration policy may be subject to certain amendments and/or adjustments.

The up-to-date remuneration policy of the Management Company, including, but not limited to, a description of how remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee, are available at https://www.fundrock.com/pdf/Fundrock_Remuneration_policy.pdf and a paper copy will be made available free of charge upon request at the Management Company's registered office.

The Investment Managers and Investment Sub-Managers

The Management Company, with the prior approval of the Company, has appointed one or more Investment Managers. Pursuant to the Investment Management Agreement, the Management Company has expressly delegated to the Investment Managers the discretion to purchase and sell securities and other assets on behalf of each of the Sub-Funds and otherwise to manage the portfolios of such Sub-Funds.

Each Investment Manager is responsible for the placement of the Sub-Funds' portfolio transactions and the negotiation of prices and commissions, if any, with respect to such transactions. Further information on how each Investment Manager seeks to obtain best execution in relation to such transactions is set out in the section below headed "Brokerage and Portfolio Transactions".

An Investment Manager may appoint for each Sub-Fund one or more Investment Sub-Managers.

The Global Distributor

Pursuant to the Global Distribution Agreement, the Company and the Management Company have expressly delegated to Oaktree UK the marketing, distribution and promotion of Shares in certain jurisdictions.

The Global Distributor may decide to appoint Distributors or Nominees for the purpose of assisting in the distribution of the Shares. Where the Shares are subscribed through a Distributor or Nominee acting on behalf of its clients, enhanced customer due diligence will be applied to such Distributor or Nominee in accordance with applicable laws and regulations in order to ensure that the anti-money laundering obligations imposed by Luxembourg law or at least equivalent obligations are complied with.

Certain Distributors and Nominees may not offer all of the Sub-Funds and / or Classes of Shares to their clients. Prospective Shareholders are recommended that they consult their respective Distributor/Nominee for further details.

The Global Distributor may enter into Distribution and Nominee Agreements.

The Registrar and Transfer Agent shall agree on a case-by-case basis whether a nominee account can be set up, after taking into account applicable anti-money laundering regulations.

In accordance with the Distribution and Nominee Agreements, the Nominee shall be recorded in the Company's Share register, rather than the underlying investor who has invested in the Shares through the Nominee. As a result, such an underlying investor will not be able to fully exercise his / her investor rights directly against the Company, notably the right to participate in general Shareholders' meetings as the underlying investor is not registered in his / her own name in the Company's Share register.

The terms and conditions of the Distribution and Nominee Agreements may stipulate, among other things, that an underlying investor, who has invested in this way, may require that any Shares subscribed for in this way be transferred to its name.

Depositary

Pursuant to the Depositary Bank Agreement, State Street Bank Luxembourg S.C.A. has been appointed as depositary of the Company (the "Depositary").

The Depositary has been entrusted with the following main functions:

- ensuring that the sale, issue, repurchase, redemption and cancellation of Shares are carried out in accordance with applicable law and the Articles of Incorporation;
- ensuring that the value of the Shares is calculated in accordance with applicable law and the Articles of Incorporation;
- carrying out the instructions of the Company unless they conflict with applicable law and the Articles of Incorporation;
- ensuring that in transactions involving the assets of the Company any consideration is remitted within the usual time limits;
- ensuring that the income of the Company is applied in accordance with applicable law and the Articles of Incorporation;
- monitoring of the Company's cash and cash flows; and
- safe-keeping of the Company's assets, including the safekeeping of financial instruments to be held in custody and ownership verification and record keeping in relation to other assets.

In the event of a loss of a financial instrument held in custody, determined in accordance with the UCITS Directive, and in particular Article 18 of the UCITS Regulation, the Depositary shall return financial instruments of identical type or the corresponding amount to the Company without undue delay.

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

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

The Depositary will be liable to the Company for all other losses suffered by the Company as a result of the Depositary's negligence, fraud or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive.

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

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

The Depositary has delegated those safekeeping duties set out in Article 22(5)(a) of the UCITS Directive to State Street Bank and Trust Company with registered office at Copley Place 100, Huntington Avenue, Boston, Massachusetts 02116, USA, whom it has appointed as its global sub-custodian. State Street Bank and Trust Company as global sub-custodian has appointed local sub-custodians within the State Street Global Custody Network. The Depositary reserves its right to change of global sub-custodian or to appoint other global sub-custodians. The list of the safekeeping delegates is available on the website of the Depositary (http://www.statestreet.com/about/office-locations/luxembourg/subcustodians.html).

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

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

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

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

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

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

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

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

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

(a) conflicts from sub-custodian selection and asset allocation among multiple sub-custodians influenced by (a) cost factors, including lowest fees charged, fee rebates or similar incentives and (b) broad two-way commercial relationships in which the Depositary may act based on the economic value of the broader relationship, in addition to objective evaluation criteria;

(b) sub-custodians, both affiliated and non-affiliated, act for other clients and in their own proprietary interest, which might conflict with clients' interests;

(c) sub-custodians, both affiliated and non-affiliated, have only indirect relationships with clients and look to the Depositary as its counterparty, which might create incentive for the Depositary to act in its self-interest, or other clients' interests to the detriment of clients; and

(d) sub-custodians may have market-based creditors' rights against client assets that they have an interest in enforcing if not paid for securities transactions.

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

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

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

The Central Administration, Paying Agent and Registrar and Transfer Agent

Pursuant to the Central Administration Agreement, with the prior approval of the Company, the Management Company has appointed State Street Bank Luxembourg S.C.A. as the Company's central administration and registrar and transfer agent.

The State Street Bank Luxembourg S.C.A. is a financial institution operating under the form of a Luxembourg *société en commandite par actions* having its registered office at 49, avenue J.F. Kennedy, L-1855 Luxembourg, duly registered with the Luxembourg Trade and Companies Register under the number B 0032771. It is licensed to carry out banking activities in accordance with the terms of the Luxembourg law of 5 April 1993 on the financial sector, as amended from time to time. In its capacity as Central Administration, State Street Bank Luxembourg S.C.A.is responsible for the central administration of the Company and in particular for the determination of the Net Asset Value and for the maintenance of accounting records.

In its capacity as Registrar and Transfer Agent, State Street Bank Luxembourg S.C.A.is responsible for the issue, redemption, cancellation and transfer of Shares and for the keeping of the register of Shareholders.

State Street Bank Luxembourg S.C.A. will also provide paying agent services to the Company.

SHARES

Form of Shares

Shares will only be issued in uncertificated, registered form and will exist exclusively as book entries. Shares are issued without par value and must be fully paid for on subscription.

Shares are freely transferable (subject to certain exceptions which are set out in the section below headed "Transfer of Shares"). Upon issue, Shares are entitled to participate equally in the profits and dividends of the Sub-Funds as well as in their liquidation proceeds. Shares do not carry any preferential or pre-emptive rights and each Share is entitled to one vote at all general meetings of Shareholders.

Shares may be issued with fractional entitlements of up to three decimal places. Fractions of Shares are not entitled to a vote, but are entitled to participate in the distribution and liquidation proceeds.

Upon the death of a Shareholder, the Board of Directors reserves the right to require the provision of appropriate legal documentation in order to verify the rights of all and any successors in title to Shares.

The Shares are or will be listed on the Luxembourg Stock Exchange, as referred to in Annex A.

Classes of Shares

The Company will offer Classes of Shares to private investors, Institutional Investors and Eligible Investors for the Sub-Funds as set out below. Classes may differ in, among other things, their fee structure, Dealing Currency, distribution policy or type of target investors.

The amounts invested in all the Classes in each Sub-Fund are invested in a common underlying portfolio of investments made pursuant to the investment policy of the relevant Sub-Fund.

In addition, the Board of Directors may, to the extent permitted by Annex A, employ techniques and instruments from time to time in order to provide protection against movements of one currency against other currencies. To this end, Hedged Classes of Shares may be created for each Sub-Fund in favour of prospective Shareholders, which may be denominated in a currency other than the Reference Currency of the relevant Sub-Fund.

The Board may from time to time decide to create within each Sub-Fund different Classes which may have a combination of the following features:

- Class A Shares: distributing Shares.

- Class B Shares: accumulating Shares.

- Class C Shares: C Shares do not pay Distribution Fees, commissions or other remuneration to any Distributor or Shareholder. They are available for subscription to customers of (i) distributors and intermediaries who by law or regulation are not eligible to receive distribution Fees, commissions or other remuneration or (ii) certain distributors who have separate fee arrangements with their clients and other investors at the discretion of the Company and/or Oaktree.

- Class E Shares: E Shares have a higher minimum investment amount and a lower management fee. No Distribution Fee, commission or other remuneration shall be paid to

any Distributor or Shareholder in connection with E Shares. E Shares are intended for Eligible Investors only.

- Class G Shares: G Shares have a higher minimum investment amount and a lower management fee. These Share Classes are open to all prospective Shareholders prepared to make the minimum investment. If redemptions by a Shareholder result in them holding less than the minimum investment amount, the Company may enforce a switch into another Share Class in which the Shareholder is entitled to hold Shares. Insofar as Distributors and/or Nominees hold Shares for the account of their clients, the minimum investment requirement must be met at the level of the client.

- Class H Shares: Hedged Class of Shares. H Shares are issued in one or more alternative currencies at the Board's discretion. The Sub-Fund concerned will hedge to a large extent the currency risk related to H Shares denominated in a currency other than the Reference Currency.

- Class I Shares: I Shares have a higher minimum investment amount and a lower management fee. These Share Classes are open to Institutional Investors only. If redemptions by such an Institutional Investor result in them holding less than the minimum investment amount, the Company may enforce a switch into another Share Class in which such Institutional Investor is entitled to hold Shares. Insofar as Distributors and/or Nominees hold Shares for the account of their clients, the minimum investment requirement must be met at the level of the client.

- Class I2 Shares: Class I2 Shares are open for subscription by Institutional Investors, subscribing via Distributors or intermediaries investing on their behalf.

- Class S Shares: S Shares have a higher minimum investment amount and a lower management fee. These Share Classes are open to Institutional Investors only. If redemptions by such an Institutional Investor result in them holding less than the minimum investment amount, the Company may enforce a switch into another Share Class in which such Institutional Investor is entitled to hold Shares. Insofar as Distributors and/or Nominees hold Shares for the account of their clients, the minimum investment requirement must be met at the level of the client.

- Class Z Shares: Z Shares have a higher minimum investment amount and no management fee. These Share Classes are open only to Institutional Investors and other Shareholders that have concluded an asset management agreement or other similar agreement, or which invest through a financial intermediary that has signed a cooperation agreement. A management fee will be payable under such asset management agreement, other similar agreement or cooperation agreement. Shareholders are not entitled to demand the physical delivery of Shares in this Share Class. If such an asset management agreement, other similar arrangement or cooperation agreement is terminated, the Company will enforce a switch into another Share Class in which the Shareholder is entitled to hold Shares.

C Shares, E Shares, G Shares, H Shares, I Shares, I2 Shares and Z Shares may be issued as either distributing or accumulating Shares (CA, CB, EA, EB, GA, GB, H – currency - A, H –currency - B, IA, IB, I2B, ZA, ZB).

H Shares may also be issued as "G Shares", "E Shares", "I Shares", "I2 Shares" or "Z Shares" (H – currency – GA, H – currency – GB, H – currency – EA, H – currency – EB, H – currency – IA, H – currency – IB, H – currency – I2B, H – currency – ZA, H – currency – ZB).

B Shares, C Shares, E Shares, G Shares, I Shares, I2 Shares, S Shares and Z Shares may be issued in any additional freely convertible currency at any time. The Company may enter into forward foreign exchange transactions or asset swaps or other derivatives to hedge the exchange-rate risks relating to these additional share classes. These additional share classes may furthermore be issued as H Shares (H – currency – B, H – currency – CA, H – currency – CB, H – currency – EA, H – currency – EB, H – currency – GA, H – currency – GB, H – currency – IA, H – currency – IB, H – currency – I2B, H – currency – H – currency – ZA, H – currency – ZB).

As at the date of this Prospectus, the following Share Classes are available for subscription:

Sub Fund Name (Reference Currency)	Share Class Type	Dealing Currency	Global Management Fee	Minimum Investment	NAV	Redemption
Oaktree (Lux.) Funds - Oaktree Global High Yield Bond Fund (USD)	B	USD	1.20%	100	Daily	Daily
	H EUR B	EUR	1.20%	100	Daily	Daily
	H CHF B	CHF	1.20%	100	Daily	Daily
	H GBP B	GBP	1.20%	100	Daily	Daily
	H GBP CA	GBP	0.80%	100	Daily	Daily
	CB	USD	0.80%	100	Daily	Daily
	H EUR CB	EUR	0.80%	100	Daily	Daily
	H CHF CB	CHF	0.80%	100	Daily	Daily
	H GBP CB	GBP	0.80%	100	Daily	Daily
	EB[4]	USD	0.60%	50,000	Daily	Daily
	H EUR EB[4]	EUR	0.60%	50,000	Daily	Daily
	H CHF EB[4]	CHF	0.60%	50,000	Daily	Daily
	H GBP EB[4]	GBP	0.60%	50,000	Daily	Daily
	GB	USD	0.80%	500,000	Daily	Daily
	H EUR GB	EUR	0.80%	500,000	Daily	Daily
	H CHF GB	CHF	0.80%	500,000	Daily	Daily
	H GBP GB	GBP	0.80%	500,000	Daily	Daily
	IA[2] [3]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IA[2] [3]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.50%	2,000,000	Daily	Daily
	IB[2]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IB[2]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IB[2]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IB[2]	GBP	0.50%	2,000,000	Daily	Daily

Sub Fund Name (Reference Currency)	Share Class Type	Dealing Currency	Global Management Fee	Minimum Investment	NAV	Redemption
	H CAD IB[2]	CAD	0.50%	2,000,000	Daily	Daily
	I2B	USD	0.60%	100	Daily	Daily
	H EUR I2B	EUR	0.60%	100	Daily	Daily
Oaktree (Lux.) Funds - Oaktree North American High Yield Bond Fund (USD)	B	USD	1.20%	500,000	Daily	Daily
	H EUR B	EUR	1.20%	500,000	Daily	Daily
	H CHF B	CHF	1.20%	500,000	Daily	Daily
	H GBP B	GBP	1.20%	500,000	Daily	Daily
	H GBP CA	GBP	0.80%	100	Daily	Daily
	CB	USD	0.80%	100	Daily	Daily
	H EUR CB	EUR	0.80%	100	Daily	Daily
	H CHF CB	CHF	0.80%	100	Daily	Daily
	H GBP CB	GBP	0.80%	100	Daily	Daily
	EB[4]	USD	0.60%	50,000	Daily	Daily
	H EUR EB[4]	EUR	0.60%	50,000	Daily	Daily
	H CHF EB[4]	CHF	0.60%	50,000	Daily	Daily
	H GBP EB[4]	GBP	0.60%	50,000	Daily	Daily
	IA[2]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IA[2] [3]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.50%	2,000,000	Daily	Daily
	IB[2]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IB[2]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IB[2]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IB[2]	GBP	0.50%	2,000,000	Daily	Daily
	ZB	USD	n/a	50,000,000	Daily	Daily
	I2B	USD	0.60%	100	Daily	Daily
Oaktree (Lux.) Funds - Oaktree European High Yield Bond Fund (EUR)	A	GBP	1.20%	100	Daily	Daily
	B	EUR	1.20%	100	Daily	Daily
	H USD B	USD	1.20%	100	Daily	Daily
	H CHF B	CHF	1.20%	100	Daily	Daily
	H GBP B	GBP	1.20%	100	Daily	Daily
	H GBP CA	GBP	0.80%	100	Daily	Daily
	CB	EUR	0.80%	100	Daily	Daily
	H USD CB	USD	0.80%	100	Daily	Daily
	H CHF CB	CHF	0.80%	100	Daily	Daily
	H GBP CB	GBP	0.80%	100	Daily	Daily
	EA	EUR	0.60%	50,000	Daily	Daily
	H GBP EA	GBP	0.60%	50,000	Daily	Daily
	EB[4]	EUR	0.60%	50,000	Daily	Daily
	H USD EB[4]	USD	0.60%	50,000	Daily	Daily
	H CHF EB[4]	CHF	0.60%	50,000	Daily	Daily
	H GBP EB[4]	GBP	0.60%	50,000	Daily	Daily
	IA[2] [3]	EUR	0.50%	2,000,000	Daily	Daily

Sub Fund Name (Reference Currency)	Share Class Type	Dealing Currency	Global Management Fee	Minimum Investment	NAV	Redemption
	H USD IA[2] [3]	USD	0.50%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.50%	2,000,000	Daily	Daily
	IB[2]	EUR	0.50%	2,000,000	Daily	Daily
	H USD IB[2]	USD	0.50%	2,000,000	Daily	Daily
	H CHF IB[2]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IB[2]	GBP	0.50%	2,000,000	Daily	Daily
	H NOK IB[2]	NOK	0.50%	2,000,000	Daily	Daily
	I2B	EUR	0.60%	100	Daily	Daily
Oaktree (Lux.) Funds - Oaktree Global Convertible Bond Fund (USD)	B	USD	1.20%	100	Daily	Daily
	H EUR B	EUR	1.20%	100	Daily	Daily
	H CHF B	CHF	1.20%	100	Daily	Daily
	H GBP B	GBP	1.20%	100	Daily	Daily
	H GBP CA	GBP	0.80%	100	Daily	Daily
	CB	USD	0.80%	100	Daily	Daily
	H EUR CB	EUR	0.80%	100	Daily	Daily
	H CHF CB	CHF	0.80%	100	Daily	Daily
	H GBP CB	GBP	0.80%	100	Daily	Daily
	EB[4]	USD	0.60%	50,000	Daily	Daily
	H EUR EB[4]	EUR	0.60%	50,000	Daily	Daily
	H CHF EB[4]	CHF	0.60%	50,000	Daily	Daily
	H GBP EB[4]	GBP	0.60%	50,000	Daily	Daily
	GB	USD	0.80%	500,000	Daily	Daily
	H EUR GB	EUR	0.80%	500,000	Daily	Daily
	H CHF GB	CHF	0.80%	500,000	Daily	Daily
	H GBP GB	GBP	0.80%	500,000	Daily	Daily
	IA[2] [3]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IA[2] [3]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.50%	2,000,000	Daily	Daily
	IB[2]	USD	0.50%	2,000,000	Daily	Daily
	H EUR IB[2]	EUR	0.50%	2,000,000	Daily	Daily
	H CHF IB [2]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IB [2]	GBP	0.50%	2,000,000	Daily	Daily
	I2B	USD	0.60%	100	Daily	Daily
	H EUR I2B	EUR	0.60%	100	Daily	Daily
Oaktree (Lux.) Funds - Oaktree Non-U.S. Convertible Bond Fund (EUR)	B	EUR	1.20%	50,000	Daily	Daily
	H USD B	USD	1.20%	50,000	Daily	Daily
	H CHF B	CHF	1.20%	50,000	Daily	Daily
	H GBP B	GBP	1.20%	50,000	Daily	Daily
	H GBP CA	GBP	0.80%	100	Daily	Daily
	CB	EUR	0.80%	100	Daily	Daily
	H USD CB	USD	0.80%	100	Daily	Daily

Sub Fund Name (Reference Currency)	Share Class Type	Dealing Currency	Global Management Fee	Minimum Investment	NAV	Redemption
	H CHF CB	CHF	0.80%	100	Daily	Daily
	H GBP CB	GBP	0.80%	100	Daily	Daily
	EB[4]	EUR	0.60%	50,000	Daily	Daily
	H USD EB[4]	USD	0.60%	50,000	Daily	Daily
	H CHF EB[4]	CHF	0.60%	50,000	Daily	Daily
	H GBP EB[4]	GBP	0.60%	50,000	Daily	Daily
	IA[2] [3]	EUR	0.50%	2,000,000	Daily	Daily
	H USD IA[2] [3]	USD	0.50%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.50%	2,000,000	Daily	Daily
	IB[2]	EUR	0.50%	2,000,000	Daily	Daily
	H USD IB[2]	USD	0.50%	2,000,000	Daily	Daily
	H CHF IB[2]	CHF	0.50%	2,000,000	Daily	Daily
	H GBP IB[2]	GBP	0.50%	2,000,000	Daily	Daily
	I2B	EUR	0.60%	100	Daily	Daily

Oaktree (Lux.) Funds - Oaktree Emerging Markets Equity Fund (USD)	B	USD	1.60%	100	Daily	Daily
	H EUR B	EUR	1.60%	100	Daily	Daily
	H CHF B	CHF	1.60%	100	Daily	Daily
	H GBP B	GBP	1.60%	100	Daily	Daily
	H GBP CA	GBP	1.20%	100	Daily	Daily
	CB	USD	1.20%	100	Daily	Daily
	H EUR CB	EUR	1.20%	100	Daily	Daily
	H CHF CB	CHF	1.20%	100	Daily	Daily
	H GBP CB	GBP	1.20%	100	Daily	Daily
	EB[4]	USD	1.00%	50,000	Daily	Daily
	H EUR EB[4]	EUR	1.00%	50,000	Daily	Daily
	H CHF EB[4]	CHF	1.00%	50,000	Daily	Daily
	H GBP EB[4]	GBP	1.00%	50,000	Daily	Daily
	IA[2] [3]	USD	0.80%	2,000,000	Daily	Daily
	H EUR IA[2] [3]	EUR	0.80%	2,000,000	Daily	Daily
	H CHF IA[2] [3]	CHF	0.80%	2,000,000	Daily	Daily
	H GBP IA[2] [3]	GBP	0.80%	2,000,000	Daily	Daily
	H CAD IA[2] [3]	CAD	0.80%	2,000,000	Daily	Daily
	IB[2]	USD	0.80%	2,000,000	Daily	Daily
	H EUR IB[2]	EUR	0.80%	2,000,000	Daily	Daily
	H CHF IB[2]	CHF	0.80%	2,000,000	Daily	Daily
	H GBP IB[2]	GBP	0.80%	2,000,000	Daily	Daily
	H CAD IB[2]	CAD	0.80%	2,000,000	Daily	Daily
	SB [2]	GBP	0.65%	70,000,000	Daily	Daily
	ZB	USD	n/a	50,000,000	Daily	Daily
	I2B	USD	0.60%	100	Daily	Daily
	H EUR I2B	EUR	0.60%	100	Daily	Daily

(1) This Summary of Share Classes should not be relied upon as a substitute for reading the Prospectus

(2) Share Classes IA, H EUR IA, H CHF IA and H GBP IA and IB, H EUR IB, H CHF IB, H GBP IB, H NOK IB and H CAD IB as well as Share Class SB: these Classes of Shares are reserved for and will be issued to Institutional Investors and are only transferable to Institutional Investors.

(3) Distribution Policies for Share Classes IA, H EUR IA, H CHF IA, and H GBP IA: As of the last day of each calendar quarter, an amount equal to the Net Investment Income, if any, accrued by the Sub-Fund since the last dividend was paid will be distributed to all Shareholders in these Classes in proportion to their respective number of Shares outstanding during the month in which such Net Investment Income accrued.

As of 31 December of each year, Net Realized Capital Gains will be distributed to all Shareholders in these Classes in proportion to their respective number of Shares outstanding on 31 December. The Company may elect from time to time to make such distributions in respect of Net Realized Capital Gains semi-annually.

(4) Share Classes EB, H EUR EB, H CHF EB and H GBP EB: these Classes of Shares are intended for Eligible Investors.

The eligibility requirements applicable to the above mentioned Classes of Shares, if any, are collectively referred to as the "Eligibility Requirements". Although the Shares may be required to be negotiable and transferable on the Luxembourg Stock Exchange upon their admission to trading thereon (and trades registered thereon are not able to be cancelled by the Company and/or the Directors), the Eligibility Requirements will nevertheless apply to any party to which Shares may be transferred on the Luxembourg Stock Exchange. The holding at any time of any Shares by a party which does not satisfy the Eligibility Requirements may result in the compulsory redemption of such Shares by the Directors.

Issue of Shares

Shares will be issued at a price based on the Net Asset Value per Share plus a Subscription Fee. Further details are set out in the section below headed "Subscription for Shares — Subscription Price and Subscription Fee". Shares may be issued with fractional entitlements of up to three decimal places and the Company is entitled to receive the adjustment.

An investment in the Shares involves significant risks. It should be remembered that the Net Asset Value per Share can go down as well as up. A Shareholder may not get back the entire amount it has invested, particularly if Shares are redeemed soon after they are issued and the subscription has been subject to commissions, taxes and other charges. Changes in exchange rates may also cause the Net Asset Value per Share in the Shareholder’s base currency to go up or down. There also can be no guarantee as to the future performance of or the future returns from the Company. Prospective Shareholders should read this Prospectus in its entirety and should consider the risks described under the section below headed "Risk Factors" before investing in the Shares.

No Shares will be issued during any period in which the determination of the Net Asset Value of the Sub-Funds is suspended by the Company. Further details of this are set out in the section below headed "Calculation of Net Asset Value — Temporary Suspension of Determination of Net Asset Value per Share and issue or redemption of Shares".

Subscription for Shares

Subscription Price and Subscription Fee

The Shares in each Class will be offered at any time at a Subscription Price, this price corresponding to the Net Asset Value of the relevant Share Class in the Sub-Fund plus, where applicable, a Subscription Fee. Details of the Subscription Fee for each Sub-Fund are set out in Annex A.

Any Subscription Fee that is applied is not included in the calculation of the Net Asset Value per Share and will reduce the amount of the subscription for Shares in a Sub-Fund and/ or a particular Class.

The Subscription Fee may be paid at the entire discretion of the Company to the Global Distributor. The Global Distributor may in turn decide, with the consent of the Board, that such Subscription Fee will be paid directly to any Distributor.

For the avoidance of doubt, the Subscription Fee will only apply in the event of a subscription of Shares as opposed to a purchase of existing Shares through a regulated market, OTC or otherwise. In its discretion, the Board may waive the Subscription Fee in whole or in part.

Procedures for Subscription

Unless otherwise specified in Annex A, Shares may be subscribed on any Luxembourg Bank Business Day at the Net Asset Value per Share of the relevant Share Class of the Sub-Fund, which is calculated on the next Valuation Day (as defined in the section below headed "Calculation of Net Asset Value") following such Luxembourg Bank Business Day according to the method described in the section below headed "Calculation of Net Asset Value", plus where applicable, a Subscription Fee. Details of the Subscription Fee payable in respect of each Sub-Fund are set out in Annex A. Any taxes, commissions and expenses levied in connection with the subscription or purchase of Shares in certain countries (if any) will be charged to the Shareholders concerned. The balance, after the deduction of any Subscription Fee(s) and any applicable taxes, commissions, or other expenses, will be applied to the purchase of the Shares.

Unless otherwise specified in Annex A, subscription applications must be completed and submitted in written form or by SWIFT to the Registrar and Transfer Agent before the Subscription Deadline. For subscription applications submitted to a Distributor or Nominee, earlier subscription deadlines may apply.

Unless otherwise specified in Annex A, subscription applications shall be settled on the Valuation Day on which receipt of the subscription application is determined by the Registrar and Transfer Agent or the relevant Distributor before the Subscription Deadline.

Subscription applications received after the Subscription Deadline on a Luxembourg Bank Business Day shall be deemed to have been received prior to 3 p.m. on the following Luxembourg Bank Business Day.

Unless otherwise specified in Annex A, payment must be received within two Luxembourg Bank Business Days after the Valuation Day on which the issue price of such Shares was determined.

Subscription amounts shall be paid in the currency in which the relevant Shares are denominated or, if requested by the prospective Shareholder and at the sole discretion of the Registrar and Transfer Agent, in another convertible currency.

Payment shall be effected by bank transfer to the Company's bank accounts. Further details are set out in the subscription application form.

Shares shall be issued upon receipt of the Subscription Price with the correct value date by the Depositary. Notwithstanding the above, the Company may, at its absolute discretion, decide that the subscription application will only be accepted once these monies are received by the Depositary.

The minimum value of Shares which must be subscribed at the initial and any follow-on investment and which must be held by a Shareholder in a particular Share Class is set out above in the table in the section entitled "Classes of Shares" above. Such minimum initial investment, minimum follow-on investment and holding requirements may be waived or modified in any particular case at the absolute discretion of the Company.

The issue of Shares in a particular Sub-Fund will be suspended whenever the calculation of the Net Asset Value of the relevant Sub-Fund is suspended in accordance with the section below headed "Calculation of Net Asset Value – Temporary Suspension of Net Asset Value per Share and the issue or redemption of Shares".

Payment Procedures

The normal currency of payment for Shares will be the Dealing Currency of the Class concerned. A prospective Shareholder may, however, with the agreement of the Central Administration, effect payment to the Depositary in any other freely convertible currency. The Central Administration will arrange, on the Valuation Day concerned, any necessary currency exchange transaction to convert the subscription monies from the Subscription Currency into the Dealing Currency of the relevant Class. Any such currency exchange transaction will be effected at the prospective Shareholder's cost and risk. Currency exchange transactions may however delay any issue of Shares since the Central Administration may choose in its discretion to delay the execution of any foreign exchange transaction until it has received cleared funds.

Subscription instructions accompany the Prospectus and may also be obtained from the Registrar and Transfer Agent in Luxembourg.

If timely payment for Shares (as detailed under the section above headed "Procedures for Subscription") is not made, the relevant issue of Shares may be cancelled, and a subscriber may

be required to compensate the Company and/or any relevant Distributor for any loss incurred in relation to such cancellation.

Special Provisions Relating to In-kind Contributions

The Board may at its absolute discretion accept or decline in-kind contributions. In the event that in-kind contributions are accepted, the offered transferable securities and assets must comply with the investment policy and restrictions of the relevant Sub-Fund in addition to the requirements below.

Any prospective Shareholder desiring to make an in-kind contribution shall make a written request to the Company at least thirty business days prior to any date on which subscriptions are accepted, which notice shall specify the following, unless waived by the Board in its sole discretion: (*a*) the number of securities and their principal amount or stated par value, if any, (*b*) a description of the security including the issuer, security type, coupon, maturity and date of issuance, (*c*) the security identification number (*e.g.* CUSIP, or other number), (*d*) the name of the custodian, sub-custodian or depository where the security is held and by whom and (*e*) legal representations as to ownership and any applicable transfer restrictions. The value of any securities contributed will be confirmed in a report established by the Auditors which qualifies as a "*réviseur d'entreprises*". The fees and charges relating to an in-kind contribution shall be borne by the contributing investor.

Any securities accepted by the Company shall be delivered to the Depositary in the following manner: (*a*) if such securities are in book-entry form, such securities shall be delivered through a depository to the principal depository of the Depositary, and (*b*) if such securities are certificated, the physical securities shall be delivered to the principal location for acceptance of physical securities by the Depositary as customary in industry practice with all appropriate and customary endorsements.

Notification of Subscription

A contract note will be sent to the Shareholder (or its nominated agent if so requested by the Shareholder) by fax, secure email or by ordinary post (at the request of the Shareholder) as soon as reasonably practicable after the relevant Valuation Day, providing full details of the transaction. Shareholders should always check this contract note to ensure that the transaction has been accurately recorded.

Shareholders will be given a personal Account Number on acceptance of their account opening request, and this, together with the Shareholder's personal details, is proof of their identity to the Company. The Account Number should be used by the Shareholder for all future dealings with the Company, a correspondent bank, and the Registrar and Transfer Agent in Luxembourg.

Any changes to the Shareholder's personal details or loss of Account Number must be notified immediately to the Registrar and Transfer Agent in Luxembourg. Failure to do so may result in the delay of an application for subscription, conversion or redemption. The Company reserves the right to require an indemnity or other verification of title or claim to title countersigned by a bank, stockbroker or other party acceptable to it before accepting such changes.

Rejection of Subscriptions

The Company, the Management Company or Registrar and Transfer Agent (acting on behalf of the Company), may reject any subscription in whole or in part, and it may, from time to time and in its absolute discretion without liability and without notice, discontinue or suspend the issue and sale of Shares in any Class in any one or more Sub-Fund(s).

The Company, or the Management Company or Registrar and Transfer Agent (acting on behalf of the Company), may in particular prohibit or limit the sale of Shares to Prohibited Persons. As the Company is not registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), nor has the Company been registered under the United States Investment Company Act of 1940, as amended, its Shares may not be offered or sold, directly or indirectly, in the United States of America or its territories or possessions or areas subject to its jurisdiction, or to citizens or residents thereof (for these purposes, "**U.S. Persons**"). Shares of the Company can only be marketed from a place of business in the United States pursuant to the exemption from the registration requirements of the 1933 Act provided for in Regulation S thereunder, which exempts certain transactions made outside the United States to non-U.S. Persons.

Each investor warrants that it will comply with such regulations to the extent they are applicable to any transaction that is subject to this Prospectus, by purchasing Shares on behalf of, or offering Shares to, clients that qualify as non-U.S. Persons under Regulation S of the 1933 Act and by refraining from purchasing Shares on behalf of or offering Shares to non-U.S. Persons operating on behalf of a U.S. Person. Furthermore, the Company may limit the sale of certain Classes of Shares to Institutional Investors only.

If any subscription is not accepted in whole or in part, the subscription monies or the balance outstanding will be, subject to applicable laws, returned without delay to the subscriber by bank transfer at the subscriber's risk without any interest.

Suspension of Subscriptions

No Shares will be issued by the Company with respect to a particular Sub-Fund during any period in which the determination of the Net Asset Value of the relevant Sub-Fund is suspended by the Company pursuant to the powers contained in the Articles of Incorporation and as indicated in the section below headed "Calculation of Net Asset Value — Temporary Suspension of Determination of Net Asset Value per Share and the issue or redemption of Shares".

Notice of suspension will be given to subscribers, and subscriptions made or pending during a suspension period may be withdrawn by notice in writing received by the Registrar and Transfer Agent prior to the end of the suspension period. Subscriptions not withdrawn will be processed on the first Valuation Day following the end of the suspension period, on the basis of the Net Asset Value per Share determined on such Valuation Day.

Postponement of Subscriptions

If the Company determines that it would be detrimental to the existing Shareholders to accept a subscription for Shares of any Sub-Fund that exceeds a certain level determined by the Company, the Company may postpone the acceptance of such subscription and, in consultation

with the incoming Shareholder, may require him to stagger his proposed subscription over an agreed period of time.

Money Laundering Prevention

International rules and the Luxembourg law of 12 November 2004 (as amended) on the fight against money-laundering and terrorism financing and the associated regulations and CSSF circulars have imposed obligations on UCIs(such as the Company), their designated management companies as well as on professionals of the financial sector to prevent the use of UCIs for money laundering and terrorist financing purposes. Within this context, a procedure for the identification of Shareholders has been established by the Management Company. Namely, the subscription form of a prospective Shareholder must be accompanied:

(a) in the case of individuals, by, among other things, a copy of the relevant individual's passport or identification card (any such copy must be certified to be a true copy of the original by an independent authority such as: ambassador, consul, notary or police officer);

(b) in the case of legal entities, by, among other things, a copy of the relevant entity's articles of incorporation and, where applicable, an extract of the commercial register (any such copy must be certified to be a true copy of the original by an independent authority such as: ambassador, consul, notary or police officer).

The Central Administration (or its agent) must comply with this identification procedure, both in the case of direct subscriptions to the Company, and in the case of subscriptions received by the Company from any intermediary or Distributor resident in a country that does not impose on such intermediary or Distributor an obligation to identify investors equivalent to that required under Luxembourg laws for the prevention of money laundering. The Registrar and Transfer Agent, acting on behalf of the Company, may require additional documentation at any time relevant to a subscription request.

Failure to provide proper documentation may result in the delay of opening the account and placing the subscription.

Any information provided to the Registrar and Transfer Agent in this context is collected for anti-money laundering compliance purposes only.

Transfer of Shares

Unless otherwise specified, Shares are freely transferable with the exception that:

- Shares of Classes reserved for Institutional Investors may not be transferred to retail investors;
- Class E Shares may only be transferred to Eligible Investors;
- Shares may not be transferred to an U.S Person; and

- Shares may not be transferred to a Prohibited Person.

The transfer of Shares may normally be effected by delivery to the Registrar and Transfer Agent of an instrument of transfer in an appropriate form. A transferee will be required to complete an application form if such transferee is a new investor in the Company. Shareholders are recommended to contact the Registrar and Transfer Agent prior to requesting a transfer to ensure that they have all the correct documentation for the transaction(s).

Conversion of Shares

Conversion Fee

No conversion commission will be levied.

Procedures for Conversion

Unless otherwise specified, Shareholders in a particular Class may at any time convert all or part of their Shares into (*a*) Shares of the same Class of another Sub-Fund or (*b*) Shares of a different Class in the same Sub-Fund, *provided* that the requirements applicable to the Share Class into which such Shares are converted are complied with.

Unless otherwise specified, conversion applications must be completed and submitted in written form to the Registrar and Transfer Agent before the Conversion Deadline on a Luxembourg Bank Business Day. For conversion applications submitted to a Distributor earlier conversion deadlines may apply.

Conversion applications received after the Conversion Deadline shall be dealt with on the following Luxembourg Bank Business Day. Conversion shall take place on the basis of the applicable Net Asset Value per Share calculated on the Valuation Day following the Luxembourg Bank Business Day on which receipt of the conversion application is determined to be received by the Distributor or the Registrar and Transfer Agent before the Conversion Deadline.

Conversions of Shares will only be made on a Valuation Day, when the Net Asset Value of both relevant Classes of Shares is calculated.

Where processing an application for the conversion of Shares would result in the relevant Shareholder's holding in a particular Share Class falling below the minimum investment requirement for that Class (as set out above), the Company may, without further notice to the Shareholder, treat such conversion application as though it were an application for the conversion of all Shares held by the Shareholder in that Share Class.

Where Shares denominated in one currency are converted into Shares denominated in another currency, the foreign exchange and conversion fees incurred will be taken into consideration and deducted.

The Company may suspend conversions in respect of Shares during any period that the determination of the Net Asset Value of the relevant Sub-Fund is suspended in accordance with

the section below headed "Calculation of Net Asset Value — Temporary Suspension of Determination of Net Asset Value per Share and the issue or redemption of Shares".

Notification of Conversion

As soon as reasonably practicable following such conversion of Shares, the Registrar and Transfer Agent will inform the Shareholder concerned, by a contract note sent by fax, secure email or ordinary post, of the number of Shares of the New Sub-Fund (as defined in the section headed "Merger, Division or Transfer of Sub-Funds and/or Classes of Shares" below) obtained by conversion and the price thereof. Shareholders should check this contract note to ensure that the transaction has been accurately recorded.

Fractions of Shares in the New Sub-Fund up to three decimal places will be issued, the Company being entitled to receive the adjustment.

Redemption of Shares

Shares may be redeemed either in whole or in part on any Valuation Day at the Redemption Price.

Redemptions will be effected at the Net Asset Value per Share of the relevant Sub-Fund / Class, less any applicable Redemption Fee.

On payment of the Redemption Price, the corresponding Shares will be cancelled immediately in the Company's Share register. Any taxes, commissions and other fees incurred in the respective countries in which the Shares are redeemed will be charged by way of a reduction to the redemption proceeds.

Moreover, redemptions of Shares of a Hedged Class will be effected at the equivalent in the Dealing Currency of such Hedged Class of such Redemption Price based on the applicable Net Asset Value per Share of such Hedged Class as adjusted for hedging gains and losses applicable to such Hedged Class of Shares. The conversion in the Dealing Currency of the relevant Hedged Class of Shares will be made at the exchange rate available at the time of the payment of the Redemption Price for the redeemed Shares.

Redemption Fee

No Redemption Fee will be levied unless otherwise specified in Annex A.

Any Redemption Fee that is applied is not included in the calculation of the Net Asset Value per Share of the relevant Sub-Fund / Class and in such case (*a*) the redemption proceeds will be reduced by the amount of the Redemption Fee in the case of redemption orders specifying the number of Shares the relevant Shareholder wishes to redeem or (*b*) more Shares will be redeemed in the case of redemption orders specifying the amount in the Dealing Currency the Shareholder wishes to redeem.

The Board may, in its absolute discretion, waive the Redemption Fee in whole or in part.

Procedures for Redemption

This section sets out the general procedures for redemption. However, Shareholders should note that the possibility and frequency of redemptions of Shares, the requirement to pay a Redemption Fee and the minimum redemption amount may vary from Sub-Fund to Sub-Fund. As such, Shareholders are referred to Annex A, which sets out any specific requirements and redemption procedures (including notice periods) in respect of each Sub-Fund.

Shareholders wishing to have all or some of their Shares redeemed by the Company may apply to do so in writing, by ordinary post, by SWIFT or by fax to the Registrar and Transfer Agent in Luxembourg.

The redemption request must include either (*a*) the monetary amount in the Dealing Currency the Shareholder wishes to redeem or (*b*) the number of Shares the Shareholder wishes to redeem.

In addition, the redemption request must include the Shareholder's personal details together with its Account Number. Failure to provide any of this information may result in delay to the redemption while verification is sought from the Shareholder.

Redemption requests will be considered by the Company as irrevocable and must be duly signed by all registered Shareholders, save in the case of joint registered Shareholders where an acceptable power of attorney has been provided to the Company and the Registrar and Transfer Agent.

Redemption requests for Shares must be submitted to the Registrar and Transfer Agent in Luxembourg or a Distributor. Redemption requests for Shares held through a depository must be submitted to the depository concerned. Unless otherwise specified in Annex A, redemption requests must be received by the Registrar and Transfer Agent or the Distributor before the Redemption Deadline. Redemption requests received after the Redemption Deadline shall be dealt with on the following Luxembourg Bank Business Day. For redemption requests submitted to a Distributor earlier redemption deadlines may apply.

Redemption requests for Shares received by the Registrar and Transfer Agent in Luxembourg before the Redemption Deadline will be processed on the next following Valuation Day on the Net Asset Value per Share as determined on such Valuation Day, based on the latest available prices in Luxembourg (as described in the section below headed "Calculation of Net Asset Value — Temporary Suspension of Determination of Net Asset Value per Share and the issue or redemption of Shares").

Any redemption request received by the Registrar and Transfer Agent on any Valuation Day after the Redemption Deadline, or on any day that is not a Valuation Day, will be processed on the next Valuation Day on the basis of the Net Asset Value per Share determined on such Valuation Day.

A contract note will be sent by fax or ordinary post to the relevant Shareholder, detailing the redemption proceeds due as soon as reasonably practicable after the Redemption Price of the Shares being redeemed has been determined. Shareholders should check this contract note to ensure that the transaction has been accurately recorded in the Dealing Currency of the Class

concerned. In calculating the redemption proceeds, the Company will round down to the nearest cent (0.01,-), with the Company being entitled to receive the adjustment.

The Redemption Price per Share in each Sub-Fund may be higher or lower than the Subscription Price paid by the Shareholder, depending on the Net Asset Value per Share of the relevant Sub-Fund at the time of redemption.

Payment for Shares redeemed will be effected in the relevant Dealing Currency of the Class concerned no later than three Luxembourg Bank Business Days after the relevant Valuation Day unless legal constraints, such as foreign exchange controls or restrictions on capital movements, or other circumstances beyond the control of the Depositary, make it impossible or impracticable to transfer the redemption amount to the country in which the redemption was requested. If necessary, the Central Administration will arrange the currency exchange transaction required for the conversion of the redemption monies from the Dealing Currency of the relevant Class into the relevant redemption currency. Such currency transaction will be effected with the Depositary or a Distributor, if any, at the relevant Shareholder's cost and risk.

The Company may, in its entire discretion, decide that if as a result of any request for redemption, the number or the aggregate Net Asset Value of the Shares held by any Shareholder in any Sub-Fund and/or Class would fall below such number or such value as determined by the Company, the Company may decide to treat this request as a request for redemption for the full balance of such Shareholder's holding of Shares in such Class and/or Sub-Fund.

Special Provisions Relating to In-kind Redemptions

The Company shall have the right, if the Board of Directors so determines and with the consent of the redeeming Shareholder(s), to satisfy payment of the Redemption Price to any Shareholder "in-kind" by allocating to such Shareholder assets of the relevant Class or Classes of Shares equal in value as of the Valuation Day on which the Redemption Price is calculated to the Net Asset Value of the Shares to be redeemed, less any applicable fees and charges. The nature and type of assets to be transferred in such case shall be determined on a fair and reasonable basis and without prejudicing the interests of the other Shareholders of the relevant Class(es) of Shares. Any such in-kind redemptions will be valued in a report by the Auditors which qualifies as a "*réviseur d'entreprises agréé*". The costs of such report shall be borne by the redeeming Shareholder(s) unless such in-kind payments are in the interests of all the Shareholders in which case such costs will be borne by the relevant Sub-Fund or Class.

In addition, under special circumstances, including but not limited to, the inability to liquidate positions at acceptable price levels as of a redemption date or default or delay in payments due to the relevant Sub-Fund from brokers, banks or other persons or entities, the Company in turn may delay payments to redeeming Shareholders of that part of the NAV represented by the sums which are the subject of such default or delay.

Compulsory Redemption

If the Company discovers at any time that Shares are owned by a Prohibited Person, including a U.S. Person, or a non-Institutional Investor (if applicable), either alone or in conjunction with any other person, whether directly or indirectly, the Directors may at their discretion and without

liability, compulsorily redeem the Shares of such Prohibited Person, including U.S. Persons, or non-Institutional Investor (as applicable). The Company and/or Central Administration may require any Shareholder to provide it with any information that it may consider necessary for the purpose of determining whether or not such owner of Shares is or will be a Prohibited Person, including a U.S. Person, or an non-Institutional Investor (if applicable).

The Company is also entitled to compulsorily redeem all or a portion of any Shares held by a Shareholder in any other circumstances in which the Company determines in its absolute discretion that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company, including but not limited to the cases where such Shares are held by Shareholders who are not entitled to acquire or possess these Shares, or who fail to comply with any obligations associated with the holding of these Shares under any applicable laws or regulations. Without limitation of the foregoing, the Company is entitled to compulsorily redeem all or a portion of any Shares held by a Shareholder if (i) the Company determines that the continued participation of such Shareholder may cause the Company to be out of compliance with any applicable "foreign financial institution" or intergovernmental agreement related to FATCA (as defined herein) or may otherwise cause the Company or the other Shareholders to be subject to withholding under FATCA, (ii) such Shareholder fails to provide any information requested by the Company for the purpose of FATCA compliance or (iii) to the extent necessary to ensure that the cost of any withholding required with respect to or as a result of such Shareholder under FATCA is borne solely by such Shareholder.

Any compulsory redemption of Shares will be effected at the Redemption Price as described above (less such amounts attributable to any withholding required with respect to or as a result of such Shareholder under FATCA or any other tax laws) after giving notice to the Shareholder and, upon redemption, the Shareholder will cease to be the owner of those Shares.

Temporary Suspension of Redemptions

The right of any Shareholder to require the redemption of its Shares will be suspended during any period in which the determination of the Net Asset Value per Share is suspended by the Board of Directors pursuant to the powers described in the section below headed "Calculation of Net Asset Value". Notice of the suspension period will be given to any Shareholder tendering Shares for redemption. The withdrawal of a redemption request will only be effective if written notification is received by the Registrar and Transfer Agent before the termination of the period of suspension, failing which the Shares concerned will be redeemed on the first Valuation Day following the end of the suspension period on the basis of the Net Asset Value per Share determined on such Valuation Day.

Redemptions and Conversions Representing 10% or More of the Net Assets of the Relevant Sub-Fund

If any request for redemption or conversion is received in respect of any one Valuation Day, which either singly or when aggregated with other such requests so received, represents more than 10% of the net assets of the relevant Sub-Fund, the Company reserves the right, in its sole and absolute discretion and without liability (and in the reasonable opinion of the Directors that

to do so is in the best interests of the remaining Shareholders), to scale down each request, on a *pro rata* basis, with respect to such Valuation Day so that not more than 10% of the net assets of the relevant Sub-Fund may be redeemed or converted on such Valuation Day.

To the extent that any request for redemption or conversion is not given full effect on such Valuation Day and is not dealt with (by virtue of the exercise by the Company of its power to pro-rate requests), such request shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder concerned in respect of the next Valuation Day and, if necessary, on subsequent Valuation Days, until such redemption or conversion request shall have been satisfied in full.

With respect to any request received in respect of such Valuation Day, to the extent that subsequent requests shall be received in respect of following Valuation Days, such later requests shall be deferred in priority to the satisfaction of any requests relating to such first Valuation Day, but subject to this shall be dealt with as set out above.

Late Trading

The Management Company determines the price of the Shares on a forward basis. This means that it is not possible to know in advance the Net Asset Value per Share at which Shares will be subscribed, redeemed or converted (exclusive of any charges). Subscription, redemption and conversion applications have to be received and will be accepted for each Sub-Fund only in accordance with the deadlines laid down in this Prospectus.

Market Timing

The Sub-Funds are not designed for Shareholders with short-term investment horizons. Activities which may adversely affect the interests of Shareholders (for example that disrupt investment strategies or impact expenses), such as market timing or the use of the Company as an excessive or short term trading vehicle, are not permitted.

While recognizing that Shareholders may have legitimate needs to adjust their investments from time to time, the Board of Directors in its sole discretion may, if it deems that such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

Accordingly, if the Board of Directors determines or suspects that a Shareholder has engaged in such activities, it may suspend, cancel, reject or otherwise deal with that Shareholder's subscription or conversion applications and take any action or measures as appropriate or necessary to protect the Company and its Shareholders.

DIVIDEND POLICY

The section below summarises the differences between distributing Shares and accumulating Shares.

Distributing Shares

Each year the annual general meeting of Shareholders will decide, based on a proposal from the Board of Directors, for each Sub-Fund and for distributing Classes of Shares, how each Sub-Fund's net income (if any) shall be treated and may from time to time declare dividends in respect of such Sub-Fund and / or Shares.

In addition to these distributions, the Board of Directors may decide on the payment of interim dividends in the form and under the conditions prescribed by Luxembourg law.

Part or all of the net income, realized and un-realised capital gains as well as part of the net assets of the Company may be distributed provided that, after such distribution, the net assets of the Company total more than EUR 1,250,000.

Such distributions shall be effected in cash, or in-kind, with the consent of the Board and with the consent of the relevant Shareholder(s). A distribution in-kind will be valued in a report established by the Auditor, qualifying as a *réviseur d'entreprises agrée*, such report to be drawn up in accordance with the requirements of Luxembourg law. The costs of the report will be borne by the relevant Shareholder(s). To the extent possible, distributions in-kind will be made to the relevant Shareholder(s) by taking into account the fair and equal treatment of the interests of all Shareholders. To the extent that the Company makes in-kind payments in whole or in part, the Company will undertake its reasonable efforts, consistent with both applicable law and the terms of the in-kind assets being distributed, to distribute such in-kind assets to each Shareholder *pro rata* on the basis of such Shareholder's Shares of the relevant Sub-Fund.

Accumulating Shares

The part of the year's net income corresponding to accumulating Classes will be capitalised in the relevant Sub-Fund for the benefit of the accumulating Classes. This means that no dividends will be paid in relation to accumulating Shares: all interest and other income earned on the investment will be accrued daily in the Net Asset Value of the same Share Class.

General Information on Dividends

Dividends will be declared in the Dealing Currency of each Class of each Sub-Fund and payments will typically be made in the Dealing Currency of the relevant Class of such Sub-Fund. The exchange rates used to calculate payments will be determined by the Central Administration by reference to normal banking rates. Such currency transactions will be effected with the Depositary at the relevant Shareholder's cost. In the absence of written instructions, distributions will be paid in the Dealing Currency of each Class of each Sub-Fund.

Dividends remaining unclaimed for five years after their declaration will be forfeited and revert to the relevant Sub-Fund or Share Class.

COMPANY CHARGES

The Company, or the Management Company on behalf of the Company, pays for the various Sub-Funds and by Share Class aggregate fees on a monthly basis in arrears calculated on the average daily net assets of the relevant Sub-Fund and Class (before deduction of such fees) at the annual rates set forth in Annex A of this Prospectus.

The Investment Managers will receive, out of the assets of each Sub-Fund the Portfolio Management Fee. The Investment Managers will bear certain expenses in connection with the performance of their duties as Investment Manager, including, without limitation, compensation of, and office space for, the Investment Managers' officers and employees involved in investment management, economic research, trading and investment advice for the Company, and legal, tax and accounting expenses and filing fees which are not related to the performance of its duties under the Investment Management Agreement for the relevant Sub-Fund. The Investment Managers shall also be entitled to reimbursement of reasonable out-of-pocket expenses to the extent such expenses are proper liabilities of the Company as described below.

The Global Distributor or any other Distributors and/or any permanent representatives in places of registration of the Company or any Sub-Fund will receive, out of the assets of each Sub-Fund, Distribution Fees. The Global Distributor shall also be entitled to reimbursement of reasonable out-of-pocket expenses to the extent such expenses are proper liabilities of the Company as described below.

The current Global Management Fee payable in respect of the various Share Classes in relation to the Sub-Funds, which includes the Distribution Fees, is set out the table under "Classes of Shares" above.

Subject to applicable law and regulations, Oaktree and its affiliates may at their discretion, on a negotiated basis, enter into private arrangements with a holder or prospective holder of Shares pursuant to which Oaktree and its affiliates is entitled to make payments to such holder of Shares of part or all of such fees.

Consequently, the effective net fees payable by a Shareholder who is entitled to receive a rebate under the arrangements described above may be lower than the fees payable by a Shareholder who does not participate in such arrangements. Such arrangements reflect terms privately agreed between parties other than the Company, and for the avoidance of doubt, the Company cannot, and is under no duty to, enforce equality of treatment between Shareholders by other entities.

The Company also will pay Service Fees. In addition, the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent are also entitled to reimbursement of reasonable out-of-pocket expenses to the extent that such expenses are the proper liabilities of the Company as described below.

The Company bears its operational costs including but not limited to all liabilities of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities, the Board shall take into account all expenses payable by the Company which shall comprise formation expenses; fees payable to its Investment Manager(s) or other investment advisers, including performance-related fees; out-of-pocket

expenses payable to its accountants, the Management Company, the Depositary, the Paying Agent and its correspondent banks, the Central Administration and Registrar and Transfer Agent, the Global Distributor and any Distributors and/or Nominees and permanent representatives in places of registration, as well as any other external professionals or agents engaged by the Company; the remuneration of the Directors (if any) and their reasonable out-of-pocket expenses, insurance coverage and reasonable travelling costs in connection with Board meetings; fees and expenses for legal, auditing and tax preparation services; indemnification expenses; any fees and expenses involved in registering or maintaining the registration of the Company with any governmental agencies or stock exchanges in Luxembourg and in any other country; costs and expenses that are considered extraordinary expenses under generally accepted accounting principles (in particular but not limited to arranging expert opinions and dealing with legal proceedings); costs of liquidating or winding up the Company or any Sub-Fund; licensing fees for the use of indexes; any fees and expenses incurred in connection with reporting to regulatory authorities and Shareholders and of preparing and providing audited and unaudited periodic reports (including, without limitation, the cost of preparing, translating, printing, advertising and distributing the Prospectus, the KIID, further explanatory sales documents and other marketing presentations, investor fact sheets and other periodic reports and statements, the costs of publishing the Net Asset Value per Share and any information relating to the estimated value of the Company); the cost of convening and holding Shareholders' and Board meetings; all taxes, duties, governmental and similar fees and charges (including all taxes levied on the assets and the income of the Company (in particular the "*taxe d'abonnement*" and any stamp duties payable)); the cost of any proposed listings and maintaining such listings, all other operating expenses, including all out-of-pocket fees, costs and expenses incurred by the Investment Manager(s) or any other person engaged by the Company associated with evaluating potential investments (whether or not consummated) and of acquiring, monitoring, holding or disposing of investments for the Company (including, without limitation, finder's, placement, adviser, consultant, brokerage, transaction, disbursal, registration, insurance, postage, telephone, telex, research and software fees and expenses, expenses incurred in connection with obtaining data services and real-time price and news feeds and similar information related to actual or potential Company investments, and costs of litigation and settlement with respect to actual or potential claims relating to or involving Investment Manager(s), the Company or its investments); and all travel, correspondence and other transaction costs and expenses incurred in connection with acquiring, monitoring, holding or disposing of any investments (for these purposes, such fees and expenses being "**Other Fees**"). The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods. To the extent that the Other Fees are attributable solely to a particular Sub-Fund, such as fees payable to Investment Manager(s), such costs and expenses will be allocated solely to such Sub-Fund. To the extent that the Other Fees are incurred by the Company for the benefit of all Sub-Funds, such costs and expenses will be allocated among the Sub-Funds *pro rata* in accordance with their relative Net Asset Values. Otherwise, such costs and expenses will be allocated among the Sub-Funds in good faith and in a manner considered reasonable by the Board.

Notwithstanding the foregoing, Oaktree shall bear the establishment expenses of setting up, including legal and other costs for drafting and printing of the Prospectus, expenses for notarial deeds, costs relating to the initial filing of the Company with administrative and stock exchange authorities and any other cost relating to the incorporation and launching of the Company.

Each new Sub-Fund will bear the expenses relating to its own launch. Such costs will be amortized over a five-year period in equal installments.

MERGER, DIVISION OR TRANSFER OF SUB-FUNDS AND / OR CLASSES OF SHARES

The Board of Directors may decide, in accordance with the definitions and conditions set out in the UCI Law, to allocate the assets of any Sub-Fund or Share Class to those of another existing Sub-Fund or Share Class within the Company or to another UCI organized under the provisions of Part I of the UCI Law or to another sub-fund within such undertakings for collective investment and to re-designate the Classes of Shares concerned as shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders). The Company shall serve notice on the affected Shareholders of the relevant Sub-Funds or Classes of Shares one month before the merger becomes effective in order to enable such Shareholders to request redemption or conversion of their Shares, free of charge, during such period, *provided* that such period will terminate five Business Days before the exchange ratio is calculated.

In the same circumstances as are described in the section below headed "Termination, Dissolution and Liquidation — Termination of a Sub-Fund or Share Class", the Board of Directors may decide to reorganize a Sub-Fund or Share Class by means of a division into two or more Sub-Funds or Classes of Shares. The Company shall serve notice on the Shareholders of the relevant Sub-Funds and / or Classes of Shares one month before the date on which the division becomes effective in order to enable the Shareholders to request redemption or conversion of their Shares free of charge during such period.

Any request for subscription shall be suspended with effect from the Board's decision to merge, divide or transfer the relevant Sub-Fund and / or Share Class (as the case may be).

Where a Sub-Fund has been established as a master Sub-Fund, no merger or division shall become effective, unless the relevant Sub-Fund has provided all of its Shareholders and the competent authorities of the home member state of the feeder UCITS with the information required by law, by sixty days before the proposed effective date. Unless the competent authorities of the home member state of the feeder UCITS have granted approval to continue to be a feeder UCITS of the master Sub-Fund resulting from the merger or division of the relevant Sub-Fund, the relevant Sub-Fund shall enable the feeder-UCITS to repurchase or redeem all Shares in the relevant Sub-Fund before the merger or division of the relevant Sub-Fund becomes effective.

Conversions of existing Sub-Funds in feeder Sub-Funds and changes of the master UCITS

For conversions of existing Sub-Funds in feeder Sub-Funds and a change of the master UCITS the Shareholders must be provided with the information required by the UCI Law within the periods of time prescribed by law. The Shareholders are entitled to redeem their Shares in the relevant Sub-Fund free of charge within thirty (30) days thereafter, irrespective of the costs of the redemption.

TERMINATION, DISSOLUTION AND LIQUIDATION

Termination of a Sub-Fund and/or Share Class

If more than one Sub-Fund and/or Share Class are offered, the Directors of the Company may decide at any time to terminate any Sub-Fund and/or Share Class. In the case of termination of a Sub-Fund and/or Class, Shares will be redeemed against cash at the Net Asset Value per Share determined on the Valuation Day as described in the section above headed "Redemption of Shares" reduced, if applicable, by the costs of the liquidation.

In the event that for any reason the value of the total net assets in any Sub-Fund or the value of the net assets of any Share Class within a Sub-Fund has decreased to or has not reached an amount determined by the Board of Directors from time to time to be the minimum level for such Sub-Fund and/or such Share Class to be operated in an economically efficient manner, or if a change in the economic, monetary or political situation relating to the Sub-Fund concerned would have potential material adverse consequences on the investments of that Sub-Fund, or as a matter of economic rationalization, the Board of Directors may decide to compulsorily redeem all the Shares of the relevant Sub-Fund and/or Classes issued in such Sub-Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses), determined on the Valuation Day on which such decision shall take effect. The Company shall serve a notice to the Shareholders of the relevant Sub-Funds and/or Classes of Shares prior to the effective date for such compulsory redemption, which will indicate the reasons for and the procedures applicable to such compulsory redemption.

Any request for subscription shall be suspended with effect from the date of the Board's decision to terminate the relevant Sub-Fund and/or Share Class.

In addition, an extraordinary general meeting of Shareholders of any one or all Share Classes issued in a Sub-Fund may, upon a proposal from the Board of Directors, redeem all the Shares issued in such Sub-Fund and refund to the Shareholders the Net Asset Value per Share of their Shares (taking into account actual realization prices of investments and realization expenses) determined on the Valuation Day on which such decision shall take effect. No quorum shall be required for such a meeting and any decision to redeem shall be taken by simple majority of the Shares present and/or represented at such meeting.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited at the end of the liquidation process with the *Caisse de Consignation* in Luxembourg on behalf of the persons entitled thereto, until the statutory limitation period has lapsed.

All redeemed Shares shall be cancelled by the Company.

The liquidation of a Sub-Fund shall not involve the liquidation of another Sub-Fund. Only the liquidation of the last remaining Sub-Fund involves the liquidation of the Company.

In addition, if a master UCITS is liquidated, divided into two or more UCITS or merged with another UCITS, the feeder Sub-Fund shall also be liquidated, unless the CSSF approves:

a) the investment of at least 85 % of the assets of the feeder Sub-Fund in units of another master UCITS; or

b) the amendment of the fund documentation of the feeder Sub-Fund in order to enable it to convert into a Sub-Fund which is not a feeder Sub-Fund.

Without prejudice to specific national provisions regarding compulsory liquidation, the liquidation of a master Sub-Fund shall take place no sooner than three months after the master Sub-Fund has informed all of its Shareholders and the CSSF of the binding decision to liquidate.

Dissolution and Liquidation of the Company

The Company may at any time be dissolved by a resolution taken at an extraordinary general meeting of Shareholders subject to the quorum and majority requirements as defined in the Articles of Incorporation.

Whenever the capital of the Company falls below two-thirds of the minimum capital required by the UCI Law, an extraordinary general meeting of the Shareholders will be called to consider the dissolution of the Company. No quorum shall be required for such a meeting and any decision to redeem shall be taken by simple majority of the Shares present and/or represented at such meeting.

In addition, whenever the capital of the Company falls below one quarter of the minimum capital prescribed by the UCI Law, an extraordinary general meeting of Shareholders will be called by the Board to consider the dissolution of the Company. No quorum shall be required for such a meeting, and the dissolution may be resolved by the Shareholders holding one quarter of the votes present and represented at that meeting.

The extraordinary general meeting must be convened so that it is held within a period of 40 days from the date when it is ascertained that the net assets of the Company have fallen below two-thirds or one quarter of the minimum capital required by Luxembourg law, as the case may be.

The issue of Shares shall cease on the date of publication of the notice of the extraordinary general meeting of Shareholders, to which the dissolution and liquidation of the Company shall be proposed.

One or more liquidator(s) shall be appointed by the extraordinary general meeting of Shareholders to realize the assets of the Company, subject to the approval of the CSSF and the best interests of Shareholders. The liquidation proceeds, net of all liquidation expenses, shall be distributed by the liquidator(s) among the Shareholders in accordance with their respective rights. The amounts not claimed by Shareholders at the end of the liquidation process shall be deposited, in accordance with Luxembourg law, with the *Caisse de Consignations* in Luxembourg until the statutory limitation period has lapsed.

MASTER – FEEDER STRUCTURES

The Board of Directors may, at any time it deems appropriate and to the widest extent permitted by applicable law and regulation, (*a*) create any Sub-Fund qualifying either as a feeder UCITS sub-fund or as a master UCITS sub-fund, (*b*) convert any existing Sub-Fund into a feeder UCITS sub-fund or (*c*) change the master UCITS of any of its feeder UCITS fund.

GENERAL MEETINGS

The annual general meeting of Shareholders will be held each year at the registered office of the Company on the first Monday in March at 10:30 a.m. Luxembourg time (unless such date falls on a legal Luxembourg bank holiday, in which case it will be held on the next following Luxembourg Bank Business Day) or such other time as may be determined by the Board of Directors.

Shareholders of the relevant Sub-Fund or Share Class may hold, at any time, general meetings to decide on any matters which relate exclusively to the relevant Sub-Fund or Class.

Notices of all general meetings are sent by ordinary post to all registered Shareholders at their registered address at least eight days prior to such meeting. Such notice will indicate the time and place of such meeting and the conditions of admission thereto, will contain the agenda and will refer to the requirements of Luxembourg law with regard to the necessary quorum and majorities at such meeting. To the extent required by Luxembourg law, further notices will be published in the *Mémorial* and in Luxembourg newspaper(s).

The Company draws the Shareholder's attention to the fact that any Shareholder will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general Shareholders' meetings, if the Shareholder is registered himself and in his own name in the Shareholders' register of the Company. In cases where a Shareholder invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor (e.g. a Distributor or Nominee), it may not always be possible for the Shareholder to exercise certain shareholder rights directly against the Company. Shareholders are advised to take advice on their rights.

ANNUAL AND SEMI-ANNUAL REPORTS

The Company's financial year ends on 30 September of each year. The first financial year of the Company shall begin on the date of its incorporation and shall end on 30 September 2013.

Audited Annual Reports will be made available for public inspection at the registered office of the Company within four months after the end of the financial year and the latest Annual Report shall be available at least eight days before the annual general meeting.

Unaudited Semi-Annual Reports will be available at the registered office of the Company within two months after 31 March.

The first reports of the Company will be an Annual Report as of 30 September 2013 and the Semi-Annual Report as of 31 March 2013.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Articles of Incorporation, the Prospectus and the KIID of each Sub-Fund may be delivered without cost to Shareholders and potential investors upon their request. Copies of the current versions of the following documents may be inspected free of charge by Shareholders and potential investors during usual business hours on any Luxembourg Bank Business Day at the registered office of the Company:

- the Management Company Agreement;
- the Investment Management Agreements;
- the Global Distribution Agreement;
- the Depositary Bank Agreement;
- the Central Administration Agreement; and
- a description of the Company's voting rights policy.

In addition, the latest versions of the KIIDs are available on www.fundinfo.com.

COMPETENT JURISDICTION AND APPLICABLE LAW

The Luxembourg District Court is the place of performance for all legal disputes between the Shareholders and the Company. Luxembourg law applies. The English version of the Prospectus is the authoritative version and shall prevail in the event of any inconsistency with any translation hereof.

Statements made in the Prospectus are based on the laws and practice in force at the date of the Prospectus in the Grand Duchy of Luxembourg and are subject to changes in those laws and practice.

DESCRIPTION OF INVESTMENTS AND INVESTMENT RESTRICTIONS

In order to achieve the Company’s investment objectives and policies, the Board of Directors has determined that the following investment powers and restrictions shall apply to all investments by the Company

Investment instruments

The Company, in each Sub-Fund, may only invest in:

(a) transferable securities and money market instruments admitted to or dealt in on a regulated market, as defined in Article 4 point 1 (14) of the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004;

(b) transferable securities and money market instruments dealt in on another regulated market in a EU Member State which operates regularly and is recognised and open to the public;

(c) transferable securities and money market instruments admitted to official listing on a stock exchange in a non-EU Member State or dealt in on another regulated market in a non-EU Member State, which operates regularly and is recognised and open to the public located within any other country of Europe, Asia Oceania, the American continent or Africa;

(d) recently issued transferable securities and money market instruments, *provided* that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another regulated market referred to under paragraphs (a) to (c) above and that such admission is secured within one year of issue;

(e) shares or units of UCITS authorised according to the UCITS Directive and/or other UCI within the meaning of Article 1(2)(a) and (b) of the UCITS Directive, should they be situated in a EU member state or not, *provided* that:

(i) such other UCI are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in Community law, and that cooperation between authorities is sufficiently ensured;

(ii) the level of guaranteed protection for unit-holders in such other UCI is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of the UCITS Directive;

(iii) the business of the other UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period;

(iv) no more than 10% of the UCITS or the other UCI net assets, whose acquisition is contemplated, can be, according to its management regulations or instruments of incorporation, invested in aggregate in units of other UCITS or other UCIs;

Each Sub-Fund may also acquire Shares of another Sub-Fund subject to the provisions of article 181 (8) of the UCI Law and under the following conditions:

- the target Sub-Fund does not, in turn, invest in the Sub-Fund invested in this target Sub-Fund; and

- no more than 10% of the assets of the target Sub-Fund whose acquisition is contemplated may be invested pursuant to its instruments of incorporation in units of other UCIs; and

- voting rights, if any, attaching to the relevant securities are suspended for as long as they are held by the Sub-Fund concerned and without prejudice to the appropriate processing in the accounts and the periodic reports; and

- in any event, for as long as these securities are held by the Company, their value will not be taken into consideration for the calculation of the net assets of the Company for the purposes of verifying the minimum threshold of the net assets imposed by the UCI Law; and

- there is no duplication of management/subscription or repurchase fees between those at the level of the Sub-Fund having invested in the target Sub-Fund, and this target Sub-Fund.

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

(g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in paragraphs (a), (b) and (c); and/or OTC Derivatives, *provided* that:

(i) the underlying consists of instruments covered by paragraphs (a) to (h), financial indices, interest rates, foreign exchange rates or currencies, in which the Company may invest according to the investment objectives as stated in the UCITS' management regulations or instruments of incorporation;

(ii) the counter-parties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the CSSF; and

(iii) the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis inasmuch as such day is a Luxembourg Bank Business Day and can be sold, liquidated or closed by an offsetting transaction at any time at their fair market value at the Company's initiative;

(h) money market instruments other than those dealt in on a regulated market and referred to in paragraphs (a) to (d) above, if the issue or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and *provided* that they are:

(i) issued or guaranteed by a central, regional or local authority, a central bank of a EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the case of a Federal State, by

one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or

(ii) issued by an undertaking any securities of which are dealt in on regulated markets referred to in paragraphs (a), (b) or (c); or

(iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by Community law or by an establishment which is subject to and comply with prudential rules considered by the CSSF to be at least as stringent as those laid down by Community law; or

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

In addition, the Company:

(i) may invest up to 10% of the net assets of a Sub-Fund in transferable securities and money market instruments other than those referred to above;

(ii) may acquire movable and immovable property which is essential for the direct pursuit of its business;

(iii) may not acquire either precious metals or certificates representing them; and

(iv) may hold ancillary liquid assets.

RISK MANAGEMENT

The Management Company on behalf of the Company will use a risk management process that enables it to monitor and measure at any time the risk of the Sub-Funds' portfolio positions and their contribution to the overall risk profile of the Company.

Risk Related to Derivatives

Not all Sub-Funds will invest in derivatives and therefore a risk assessment of derivatives will not be relevant with respect to all Sub-Funds. To the extent a Sub-Fund invests in derivatives, the Management Company on behalf of the Company will employ a process allowing for accurate and independent assessment of the value of OTC Derivatives. The Management Company on behalf of the Company shall ensure that each Sub-Fund's global exposure relating to derivative

instruments does not exceed the total net asset value of its portfolio. The risk exposure is calculated taking into account the current value of the underlying assets, the counter-party risk, future market movements and the time available to liquidate the positions. The exposure of a Sub-Fund may further be increased by transitory borrowings not exceeding 10% of the assets of a Sub-Fund.

The global exposure of the Sub-Funds will be measured by the Management Company through either the commitment approach or through the VaR methodology.

The commitment approach is based, in part, on the principle of converting the exposure to derivative instruments into equivalent positions of the underlying assets and quantifying the exposure in absolute value of the total commitments (which may account for coverage and netting).

In financial mathematics and financial risk management, VaR is a widely used risk measure of the risk of loss on a specific portfolio of financial assets. For a given investment portfolio, probability and time horizon, VaR measures the potential loss that could arise over a given time interval under normal market conditions, and at a given confidence level. The calculation of VaR is conducted on the basis of a one-sided confidence interval of 99% and a holding period of 20 days. The exposure of the Sub- Sub-Funds is subject to periodic stress testing and back testing.

The method used to calculate the global exposure and, if applicable, the expected level of leverage calculated as the expected average sum of notionals of derivatives taking into account basic netting effects, are set out for each Sub-Fund in Annex A.

Risk Management Process

In accordance with the UCI Law and other applicable regulations, in particular CSSF Circular 11/512, the Management Company on behalf of the Company uses a risk management process which enables it to assess the exposure of the Company to market, liquidity and counterparty risks, and to all other risks, including operational risks, which are material for the Company.

In relation to financial derivative instruments the Management Company employs a process for accurate and independent assessment of the value of OTC Derivatives and the Management Company ensures for each of the Company's Sub-Funds that its global exposure relating to financial derivative instruments does not exceed the limits as set out in Annex A and the section above headed "Description of Investments and Investment Restrictions".

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

Each Sub-Fund may invest, according to its investment policy and within the limits laid down in the section above headed "Description of Investments and Investment Restrictions", in financial derivative instruments, *provided* that the global exposure to the underlying assets does not exceed in aggregate the investment limits laid down in the section above headed "Description of Investments and Investment Restrictions".

When a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in that section.

When a transferable security or money market instrument embeds a financial derivative instrument, the latter must be taken into account when complying with these requirements.

Risk Diversification

(1) In accordance with the principle of risk diversification, each Sub-Fund will invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same body. Each Sub-Fund may not invest more than 20% of its net assets in deposits made with the same body.

(2) The risk exposure to a counterparty of each Sub-Fund in an OTC derivative transaction and/or efficient portfolio management transaction may in aggregate not exceed 10% of its net assets when the counterparty is a credit institution referred to in section (f) in the section above headed "Description of Investments and Investment Restrictions", or 5% of its net assets in any other case.

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

(4) Notwithstanding the limits laid down in paragraph 1 above, the Sub-Fund may not combine, where this would lead to investment of more than 20% of its assets in a single body, any of the following:

(a) investments in transferable securities or money market instruments issued by that body;

(b) deposits made with that body; and/or

(c) exposures arising from OTC Derivatives transactions and/or efficient portfolio management transactions undertaken with that body.

(5) The following exceptions can be made:

(a) The limit of 10% laid down in paragraph 1 above, can be raised to a maximum of 25% for certain debt securities if they are issued by a credit institution whose registered office is situated in an EU Member State and which is subject, by virtue of law, to particular public supervision for the purpose of protecting the holders of such debt securities. In particular, the amounts resulting from the issue of such debt securities must be invested, pursuant to the law in assets which sufficiently cover, during the whole period of validity of such debt securities, the liabilities arising there from and which are assigned to the preferential repayment of capital and accrued interest in the case of default by the issuer. If the Sub-Fund invests

more than 5% of its net assets in such debt securities as referred to in this paragraph and issued by the same issuer, the total value of such investments may not exceed 80% of the value of the Sub-Fund's net assets.

(b) The limit of 10% laid down in paragraph 1 above, can be raised to a maximum of 35% for transferable securities or money market instruments issued or guaranteed by an EU Member State, by its local authorities, by a non EU Member State or by public international bodies of which one or more EU Member States are members.

(c) The transferable securities and money market instruments referred to in exceptions 5(a) and (b) above are not included in the calculation of the limit of 40% laid down in section 3 above.

(d) The limits stated under paragraphs 1 to 4 and 5(a) and (b) above, may not be combined and, accordingly, investments in transferable securities or money market instruments issued by the same body or in deposits or derivatives instruments made with this body in accordance with paragraphs 1 to 4 and 5(a) and (b) above, may not, in any event, exceed a total of 35% of the Sub-Fund's net assets.

(e) Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules are regarded as a single body for the purpose of calculating the limits contained in paragraphs 1 to 5.

(f) Each Sub-Fund may invest in aggregate up to 20% of its net assets in transferable securities and money market instruments with the same group.

(g) Without prejudice to the limits laid down in paragraph 11 below, the limit of 10% laid down in paragraphs 1 to 5 (f) is raised to a maximum of 20% for investment in equity and or debt securities issued by the same body when the aim of the investment policy of the Company is to replicate the composition of a certain equity or debt securities index which is recognised by the CSSF, on the following basis:

(i) the composition of the index is sufficiently diversified,

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

(iii) it is published in an appropriate manner.

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

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

(7) **The Company may further invest up to 100% of the net assets of any Sub-Fund, in accordance with the principle of risk spreading, in transferable securities and money market instruments issued or guaranteed by a EU Member State, its local authorities, a non-EU Member State member of the Organisation for Economic Co-Operation and Development or public international bodies of which one or more EU Member State are members, *provided* that in such event the Sub-Fund must hold securities from at least six different issues, but securities from any one issue may not account for more than 30% of the total amount.**

(8) Each Sub-Fund has six months from its date of authorization to achieve compliance with paragraphs 1 to 7 and 9.

(9) (a) Each Sub-Fund may acquire shares or units of UCITS and/or other UCIs referred to under section (e) in the section headed "Description of Investments and Investment Restrictions" above, *provided* that investments made in shares or units of UCITS and/or other UCIs may not exceed, in aggregate, 10% of the net assets of the relevant Sub-Fund.

(b) For the purposes of applying this investment limit, each Sub-Fund of a UCI with multiple Sub-Funds, within the meaning of Article 181 of the UCI Law, shall be considered as a separate entity, *provided* that the principle of segregation of commitments of the different Sub-Funds is ensured in relation to third parties.

(c) When the Sub-Fund has acquired shares or units of UCITS and/or other UCI, the assets of the respective UCITS or other UCI do not have to be combined in the view of the limits laid down in paragraphs 1 to 5(a) to (f).

(d) When the Sub-Fund invests in the shares or units of other UCITS and/or other UCI that are managed, directly or by delegation, by the same management company or by any other company to which the management company is linked by common management or control or by a substantial direct or indirect holding, that management company or other company may not charge any management fee nor any subscription or redemption fees on account of the UCITS' investment in the units of other UCITS and/or other UCI.

(10) The Company will not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

(11) The Company may not acquire more than:

(a) 10% of non-voting shares of the same issuer;

(b) 10% of the debt securities issued by the same issuer;

(c) 25% of the units of the same UCITS and/or other UCI; or

(d) 10% of the money market instruments of the same issuer.

The limits laid down in (b), (c) and (d) may be disregarded at the time of acquisition if at that time the gross amount of debt securities or money market instruments, or the net amount of the securities in issue, cannot be calculated.

(12) The limits of paragraphs 10 and 11 above are waived as to:

(a) transferable securities and money market instruments issued or guaranteed by an EU Member State or its local authorities;

(b) transferable securities and money market instruments issued or guaranteed by a non-EU Member State;

(c) transferable securities and money market instruments issued by public international bodies of which one or more EU Member States are members;

(d) shares held in the capital of a company incorporated in a non-EU Member State and investing its assets mainly in securities of issuers having their registered office in that State, if under the legislation of that State such a holding represents the only way in which the Sub-Fund can invest in the securities of the issuers of that State. This derogation only applies if the company has an investment policy complying with paragraphs 1 to 5(a) to (f) as well as sections 9, 10 and 11 above. If the limits stated in paragraphs 1 to 5(a) to (f) and 9 above are exceeded, the provisions laid down in 8 and 16 shall apply *mutatis mutandis*;

(e) shares held by the Sub-Funds in the capital of one or more subsidiary companies carrying on only the business of management, advice or marketing in the country/state where the subsidiary is located, in regard to the repurchase of units at Shareholders' request exclusively on its or their behalf.

(13) Any Sub-Fund may not borrow more than 10% of its total net assets, and then only from financial institutions and on a temporary basis. Each Sub-Fund may, however, acquire foreign currency by means of a back to back loan. In addition, each Sub-Fund can borrow up to 10% of its net assets to make possible the acquisition of immovable property essential for the direct pursuit of its business. In this case, these borrowings and those referred to above (temporary borrowings) may not in any case in total exceed 15% of the Sub-Fund’s net assets.

(14) The Company may not grant credits or act as guarantor for third parties. This limitation does not prevent the Company to purchase securities that are not fully paid up, nor to lend securities as further described thereunder. This limitation does not apply to margin payments on option deals and other similar transactions made in conformity with established market practices.

(15) Each Sub-Fund will not purchase any securities on margin (except that the Sub-Fund may obtain such short-term credit as may be necessary for the clearance of purchases and sales of securities) or make short sales of securities or maintain a short position. Deposits on other accounts in connection with option, forward or financial futures contracts, are, however, permitted within the limits provided for below.

The Board of Directors of the Company is authorised to introduce further investment restrictions at any time in the interests of the Shareholders, *provided* these are necessary to ensure compliance with the laws and regulations of those countries in which the Company's shares are offered and sold. In this event this sales prospectus will be updated.

(16) **If any of the above limitations are exceeded for reasons beyond the control of the Company and/or each Sub-Fund or as a result of the exercise of subscription rights attaching to transferable securities or money market instruments, the Investment Managers and/or each Sub-Fund must adopt, as a priority objective, sales transactions for the remedying of that situation, taking due account of the interests of its Shareholders.**

(17) The Company via the Management Company employs a risk management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolios of the Sub-Fund(s). The Management Company employs a process allowing for accurate and independent assessment of the value of the OTC Derivatives.

Information relating to the quantitative limits that apply in the risk management of the Company to the methods chosen to this end and to the recent evolution of the main instrument categories' risks and yields may be provided to Shareholders upon request.

SPECIAL TECHNIQUES AND INSTRUMENTS

General Provisions

For investment purposes, hedging purposes and the purpose of efficient portfolio management and/or to protect its assets and commitments, the Company may but is not required to arrange for each Sub-Fund to make use of techniques and instruments relating to transferable securities and money market instruments.

The techniques and instruments referred to in this paragraph include, among others, the purchase and sale of call and put options and the purchase and sale of future contracts or the entering into swaps relating to foreign exchange rates, currencies, securities, indices, interest rates or other admissible financial instruments. The Sub-Funds shall use instruments dealt in on a regulated market referred to under clauses (a), (b) and (c) of section 1 of the section above headed "Description of Investments and Investment Restrictions" or dealt in over-the-counter (in accordance with the conditions set out in the section above headed "Description of Investments and Investment Restrictions"). In general, when these transactions involve the use of derivatives,

the conditions and restrictions set out in the section above headed "Description of Investments and Investment Restrictions" must be complied with.

In no case whatsoever must recourse to transactions involving derivatives or other financial techniques and instruments cause the Company to depart from the investment objectives set out in the Prospectus. Such techniques and instruments shall only be used to the extent that the Investment Manager determines in good faith that this is in Shareholders' interests and is compliance with the Sub-Fund's investment objective. The Sub-Fund thus aims to ensure that the management of the assets is as efficient as possible, and that the investment policy is implemented as exactly as possible.

Financial Derivative Instruments

When operations concern the use of financial derivative instruments, the relevant techniques and instruments shall conform to the provisions laid down in the section above headed "Description of Investments and Investment Restrictions". In addition, the provisions laid down in the section headed "Risk Management — Risk Management Process" must be complied with.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its investment policies and objectives as laid down in "Risk Management — Investment Policies" and in Annex A.

A Sub-Fund may invest in financial derivative instruments including but not limited to foreign exchange forwards, non-deliverable forwards, total return swaps, interest rate swaps, currency swaps, options, swaptions, credit default swaps and credit linked note for either investment or for hedging purposes.

A Sub-Fund may but is not required to buy or sell futures, swaps and options on currencies in order to hedge, in part or in full, the currency risk relating to investments held by the Sub-Fund against the accounting currency of the Sub-Fund. This may be done directly (hedging of one currency against the accounting currency) or indirectly (hedging of the currency against another currency that is then hedged against the accounting currency).

The markets for options and futures contracts are volatile, and the possibility of making gains and the risk of suffering losses are both higher than with investments in securities. These techniques and instruments are only used if the Investment Manager determines in good faith that they are compliant with the investment policy of the Sub-Fund and do not impair the quality of the Sub-Fund.

Non deliverable forwards is a generic term for a set of financial derivative instruments which cover notional currency transactions, including FX forward swaps, cross currency swaps and coupon swaps in non-convertible or highly restricted securities. Non deliverable forwards calculate the implied interest rates of the non-deliverable currency, given the settlement currency interest rates and either the current spot exchange rate and forward points, or the outright forwards.

Total return swaps are any swaps in which the non-floating rate side is based on the total return of a currency or fixed income instrument with a life longer than the swap. Total return swaps are

most common in equity or physical commodity markets, but they can be used in fixed income markets where the non-domestic holder of a fixed income security would be subject to a withholding tax, but where the withholding tax may be avoided if the debt instrument is held by a domestic investor who pays the total return to a foreign investor by way of a total return swap. Total return swaps are also used to transfer credit exposure.

When a Sub-Fund invests in a total return swap or other financial derivative instrument with similar characteristics, the underlying assets and investment strategies to which exposure will be gained are described in the relevant Sub-Fund's investment objective and policy set out in Annex A. The counterparty does not have discretion over the composition or management of a Sub-Fund's portfolio or over the underlying of financial derivative instruments used by a Sub-Fund. Counterparty approval is not required in relation to any investment decision made in relation to a Sub-Fund.

Interest rate swaps provide for an exchange between two parties of interest rate exposures from floating to fixed rate or vice versa. Each party thereby gains indirect access to the fixed or floating capital markets.

Currency swaps are bilateral financial contracts to exchange the principal and interest in one currency for the same in another currency in order to hedge specific currency risk.

Swaptions are options on an interest rate swap. The buyer of a swaption has the right to enter into an interest rate swap agreement by some specified date in the future. The swaption agreement will specify whether the buyer of the swaption will be a fixed-rate receiver or a fixed-rate payer. The writer of the swaption becomes the counterparty if the buyer exercises.

Credit default swaps are bilateral financial contracts in which one counterparty (the "protection buyer") pays a periodic fee in return for a contingent payment by the other counterparty (the "protection seller") following a credit event of a reference issuer. The protection buyer acquires the right to exchange particular bonds or loans issued by the reference issuer with the protection seller for its or their par value, in an aggregate amount up to the notional value of the contract, when a credit event occurs. A credit event is commonly defined as bankruptcy, insolvency, receivership, material adverse restructuring of debt, or failure to meet payment obligations when due. The ISDA has produced standardised documentation for these transactions under the umbrella of its ISDA Master Agreement.

Credit linked notes are structured notes that enable access to local or external assets which are otherwise inaccessible to the Sub-Fund. Credit linked notes are issued by highly rated financial institutions; where credit linked notes are not listed or dealt in on a regulated market, the investment in credit linked notes shall always be within the limit of 10% laid down in paragraph (1) in the section headed "Risk Diversification"; the legal restrictions are applied to the issuer of the credit linked notes as well as to the underlying thereof. In those cases where credit linked notes are listed or dealt in on a regulated market, the aforementioned limit of 10% shall not apply and the investment restrictions applicable to credit linked notes shall be those laid down in Section paragraph (5) (a) in the section headed "Risk Diversification".

Securities lending transactions and Repurchase Agreements

In addition to the techniques and instruments referred to under the section above headed "General Provisions", the Company may, for each Sub-Fund, for the purpose of efficient portfolio management and/or for hedging purposes, engage in securities lending transactions, sales with a right of repurchase transactions and/or reverse repurchase transactions subject to the provisions set forth in the ESMA Guidelines and in CSSF Circular 08/356, as amended by the CSSF Circular 11/512, as far as these provisions have not been superseded by the ESMA Guidelines, and any CSSF Circular amending or replacing CSSF Circular 08/356, as amended by the CSSF Circular 11/512.

Efficient portfolio management transactions involve counterparty risk, including the risk that the lent securities may not be returned or returned in a timely manner. Should the borrower of securities fail to return the securities lent by a Sub-Fund, there is a risk that the collateral received may be below the value of the securities lent, whether due to inaccurate pricing of the collateral, adverse market movements, decrease in the credit rating of the issuer of the collateral or the illiquidity of the market in which the collateral is traded, which could adversely impact the performance of the Sub-Fund.

An entity that is related to the Company's Management Company and/or depositary may act as the principal borrower and counterparty for efficient portfolio management transactions. It may engage in activities that might result in conflicts of interests. In such circumstances, such party will use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its or his respective obligations and duties) and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced.

Direct and indirect operational costs may be deducted from the revenues delivered to the Company. The revenues achieved from efficient portfolio management transactions, net of operational costs, remain with the Company to be re-invested accordingly.

Collateral Policy

Where a Sub-Fund enters into OTC financial derivative and/or efficient portfolio management transactions, collateral may be used to reduce counterparty risk exposure subject to the following conditions:

(a) In accordance with section II b) of CSSF Circular 08/356 only the following types of collateral may be used to reduce counterparty risk exposure:

a. liquid assets, including cash and short term bank certificates and money market instruments as defined in Directive 2007/16/EC; a letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty are considered as equivalent to liquid assets;

b. bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope;

c. shares or units issued by money market funds calculating a daily net asset value and being assigned a rating of AAA or its equivalent;

d. shares or units issued by UCITS investing mainly in bonds/shares mentioned in the following two paragraphs;

e. bonds issued or guaranteed by first class issuers offering an adequate liquidity;

f. shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

(b) Any collateral received other than cash must be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received must also comply with the provisions of Article 48 of the Law of 17 December 2010.

(c) Collateral received will be valued on at least a daily basis. Assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.

(d) Collateral received must be of high quality.

(e) The collateral received by the Company 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.

(f) Collateral must be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if a Sub-Fund receives from a counterparty of OTC derivative and/or efficient portfolio management transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its Net Asset Value. When a Sub-Fund is exposed to different counterparties, the different baskets of collateral must be aggregated to calculate the 20% limit of exposure to a single issuer.

(g) Risks linked to the management of collateral, such as operational and legal risks, will be identified, managed and mitigated in accordance with the Management Company's risk management process concerning the Company.

(h) Where there is a title transfer, the collateral received must be held by the Depositary. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

(i) Collateral received must be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

(j) Non-cash collateral received must not be sold, re-invested or pledged.

(k) Reinvestment of cash collateral involves risks associated with the type of investments made. Reinvestment of collateral may create a leverage effect which will be taken into account for the calculation of the Company's global exposure. Cash collateral received shall only be:

(i) placed on deposit with entities prescribed in Article 41 (1) (f) of the Law of 17 December 2010;

(ii) invested in high-quality government bonds;

(iii) used for the purpose of reverse repurchase transactions provided the transactions are with credit institutions subject to prudential supervision and the Fund is able to recall at any time the full amount of cash on accrued basis;

(iv) invested in short-term money market funds as defined in the Guidelines on a Common Definition of European Money Market Funds;

(v) re-invested in accordance with the diversification requirements applicable to non-cash collateral.

Securities Financing Transactions

The Company does currently not intend to make use of any securities financing transactions ("**SFTs**") covered by Regulation (EU) 2015/2365 of 25 November 2015 on transparency of securities financing transactions and of reuse and amending Regulation (EU) No 648/2012. The Company will update this prospectus in case it intends to make use of any additional securities financing transactions in the future.

CALCULATION OF NET ASSET VALUE

Unless otherwise specified in Annex A, the Net Asset Value per Share of each Class in each Sub-Fund shall be calculated in the Reference Currency of the respective Sub-Fund and shall be determined by the Management Company in Luxembourg on each Valuation Day. If after the calculation of the Net Asset Value, there has been a material change in the quotations on the markets on which a substantial portion of the investments attributable to a Sub-Fund are dealt or quoted, the Company may, in order to safeguard the interests of Shareholders and the Company, cancel the first valuation and carry out a second valuation, for all the Classes concerned, prudently and in good faith.

The Net Asset Value per Share of each Class in each Sub-Fund on any Valuation Day is determined by dividing the value of the net assets of the relevant Sub-Fund properly allocable to the Share Class by the total number of Shares of such Class in issue on such Valuation Day. The net assets of the Sub-Fund are equal to the difference between the asset values of the Sub-Fund and its liabilities.

The Subscription Price and the Redemption Price of the different Classes, as the case may be, will differ within each Sub-Fund as a result of the differing fee structure, Dealing Currency and/or distribution policy for each Class, as the case may be.

In determining the Net Asset Value per Share, income and expenditure are treated as accruing daily.

The valuation of the Net Asset Value per Share shall be made in the following manner:

The assets of the Company shall be deemed to include:

(a) All cash on hand or on deposit, including any interest accrued thereon;

(b) All bills and demand notes payable and accounts receivable (including proceeds of securities sold but not delivered);

(c) All bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (*provided* that the Company may make adjustments in a manner not inconsistent with paragraph (i) below with regards to

fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);

(d) All stock dividends, cash dividends and cash distributions receivable by the Company to the extent information thereon is reasonably available to the Company;

(e) All interest accrued on any interest bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;

(f) The preliminary expenses of the Company, including the cost of issuing and distributing Shares of the Company, insofar as the same have not been written off;

(g) The liquidating value of all forward contracts and all call or put options the Company has an open position in;

(h) All other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

(i) The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends, interest declared or accrued and not yet received, all of which are deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value thereof;

(ii) Securities listed on a recognized stock exchange or dealt on any other regulated market will be valued at their latest available prices, or, in the event that there should be several such markets, on the basis of their latest available prices on the main market for the relevant security;

(iii) In the event that the latest available price does not, in the opinion of the Company, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Company based on the reasonably foreseeable sales proceeds determined prudently and in good faith;

(iv) Securities not listed or traded on a stock exchange or not dealt on another regulated market will be valued on the basis of the probable sales proceeds determined prudently and in good faith by the Management Company; and the liquidating value of futures, forward or options contracts not traded on exchanges or on other regulated markets shall mean their net liquidating value determined, pursuant to the policies established by the Company, on a basis consistently applied for each different variety of contracts. The liquidating value of futures, forward or options contracts traded on exchanges or on other regulated markets shall be based upon the last available settlement prices of these contracts on exchanges and regulated markets on which the particular futures, forward or options contracts are traded by the Company, *provided* that if a futures, forward or options contract could not be liquidated on the day with respect to which net assets are being determined, the basis for determining the liquidating value of such contract shall be

such value as the Company may deem fair and reasonable. All other securities and other assets will be valued at fair market value as determined in good faith pursuant to procedures established by the Company;

(v) The Net Asset Value per Share may be determined by using an amortized cost method for all investments with a known short-term maturity date (*i.e.* maturity of less than three months). This involves valuing an investment at its cost and thereafter assuming a constant amortization to maturity of any discount or premium, regardless of the impact of fluctuating interest rates on the market value of the investments. While this method provides certainty in valuation, it may result in periods during which value, as determined by amortization cost, is higher or lower than the price the relevant Sub-Fund would receive if it sold the investment. The Company will continually assess this method of valuation and recommend changes, where necessary, to ensure that the Sub-Fund's investments will be valued at their fair value as determined in good faith by the Company. If the Company believes that a deviation from the amortized cost per share may result in material dilution or other unfair results to Shareholders, the Company shall take such corrective action, if any, as it deems appropriate to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results;

(vi) The Sub-Funds shall, in principle, keep in their portfolio the investments determined by the amortization cost method until their respective maturity date;

(vii) Interest rate swaps will be valued at their market value established by reference to the applicable interest rates curve. Index and financial instruments related swaps will be valued at their market value established by reference to the applicable index or financial instrument. The valuation of the index or financial instrument related swap agreement shall be based upon the market value of such swap transaction established in good faith pursuant to procedures established by the Company;

(viii) Shares or units of UCIs are valued on the basis of their latest available Net Asset Value.

Any assets held in a particular Sub-Fund not expressed in the Sub-Fund's Reference Currency will be translated into such Reference Currency at the rate of exchange prevailing in a recognized market at 4:00 p.m. in Luxembourg on the relevant Valuation Day.

The liabilities of the Company shall be deemed to include:

(a) All loans, bills and accounts payable;

(b) All accrued interest on loans of the Company (including accrued fees for commitment for such loans);

(c) All known liabilities, present and future, including all matured contractual obligations for payment of money or property;

(d) An appropriate provision for future taxes based on capital and income to the relevant Valuation Day, as may be determined from time to time, and other authorized and approved reserves, if any; and

(e) All other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares of the Company. In determining the amount of such liabilities, the Company shall take into account all expenses payable and all costs incurred by the Company, which shall comprise the Global Management Fee and the Other Fees (as such terms are defined in the section above headed "Company's Charges"). The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

The net assets of the Company are at any time equal to the total of the net assets of the Sub-Funds.

Temporary Suspension of Determination of Net Asset Value per Share and issue or redemption of Shares

The Board of Directors may suspend the determination of the Net Asset Value per Share of one or more Sub-Fund(s) and the issue, conversion or redemption of Shares in any Class in the following circumstances:

(a) During any period when any of the principal stock exchanges or other markets on which a substantial portion of the investments of the Company attributable to the relevant Sub-Fund from time to time is quoted or dealt in is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended, *provided* that such restriction or suspension affects the valuation of the investments of the Company attributable to the Sub-Fund quoted thereon;

(b) During the existence of any state of affairs which constitutes an emergency in the opinion of the Company as a result of which disposal or valuation of assets owned by the Company attributable to the relevant Sub-Fund would be impracticable;

(c) During any breakdown in the means of communication or computation normally employed in determining the price or value of any of the investments of the relevant Sub-Fund or the current price or value on any stock exchange or other market in respect of the assets attributable to the Sub-Fund;

(d) During any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of Shares of the relevant Sub-Fund or during which any transfer of funds involved in the realization or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Directors, be effected at normal rates of exchange;

(e) When for any other reason the prices of any investments owned by the Company attributable to the relevant Sub-Fund cannot promptly or accurately be ascertained;

(f) Upon the publication of a notice convening a general meeting of Shareholders for the purpose of winding-up the Company;

(g) in all other cases as provided for in the UCI Law; or

(h) with respect to a feeder Sub-Fund, when its master UCITS temporarily suspends, on its own initiative or at the request of its competent authorities, the redemption, the reimbursement or the subscription of its units; in such a case the suspension of the calculation of the Net Asset Value at the level of the feeder Sub-Fund will be for a duration identical to the duration of the suspension of the calculation of the Net Asset Value at the level of the master UCITS.

The suspension of the determination of the Net Asset Value per Share in a Sub-Fund shall have no effect on the determination of the Net Asset Value per Share or on the issue, redemption and conversion of Shares of any other Sub-Fund that is not suspended.

Any request for subscription, conversion or redemption shall be irrevocable except in the event of a suspension of the determination of the Net Asset Value per Share.

Notice of the beginning and of the end of any period of suspension will be published in a Luxembourg daily newspaper and in any other newspaper(s) selected by the Directors, as well as in the official publications specified for the respective countries in which Company Shares are sold. The Luxembourg regulatory authority, and the relevant authorities of any Member States of the EU in which Shares of the Company are marketed, will be informed of any such suspension. Notice will likewise be given to any subscriber or Shareholder, as the case may be, applying for subscription or redemption of Shares in the relevant Sub-Fund.

Publication of Net Asset Value per Share

The Net Asset Value per Share of each Class within each Sub-Fund is made public at the registered office of the Company. The Company may arrange for the publication of this information in leading financial newspapers in the Reference Currency and/or in the Dealing Currency of the Class concerned, as the case may be, and in any other currency at the discretion of the Board of Directors.

The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices.

ABOUT OAKTREE

Oaktree is a leading global investment management firm headquartered in Los Angeles, California, focused on less efficient markets and alternative investments. A number of Oaktree's senior executives and investment professionals have been investing together for over 32 years and have generated impressive investment performance through multiple market cycles. As of 30 September 2017, Oaktree (together with its affiliates) managed $99.5 billion in assets in a wide range of investment strategies, including distressed debt, corporate debt (including high yield debt and senior loans), control investing, convertible securities, real estate, and listed equities. Oaktree is registered with the SEC as an investment adviser under the Advisers Act.

The Senior Executives

The current senior executives of Oaktree are Howard Marks, Bruce Karsh, Jay Wintrob, John Frank and Sheldon Stone. The original founders formed Oaktree in April 1995 after having managed funds in the high yield bond, distressed debt, private equity, and convertible securities areas of The TCW Group, Inc. for approximately ten years. The senior executives have led the investment of clients' funds in the consistent, risk-controlled manner called for by Oaktree's philosophy, generally resulting in an impressive track record, reduced risk, and highly satisfied clients.

The Professionals

Oaktree is dedicated to highly professional management in a limited number of specialized investment niches. Its strength is its staff of over 900 people, including more than 350 investment and legal professionals and over 400 administrative and marketing professionals; these people are the core of Oaktree. The professionals are active in portfolio management, investment analysis, trading, legal, client service, and administration.

Oaktree's Ownership

Oaktree is indirectly controlled by Oaktree Capital Group, LLC ("OCG"), a publicly traded company listed on the New York Stock Exchange under the ticker symbol "OAK." As of 30 September 2017, senior executives at Oaktree control approximately 93% of OCG's voting power and serve as directors of OCG. The senior executives, together with OCG's outside directors and certain executive officers, indirectly own approximately 34% of Oaktree's equity interests. Other current and former employees of Oaktree and a small group of longtime clients hold approximately 31% of Oaktree's equity interest. The remaining 35% of the equity is held by OCG's public unitholders.

Oaktree is a Delaware limited partnership and OCG is a Delaware limited liability company.

Global Presence

As a global investment management firm, Oaktree has an international presence. Since opening its first international office in Singapore in July 1998, Oaktree and its affiliates have expanded their presence to 21 offices in 13 different countries.

OVERLAPS OF THE SUB-FUNDS WITH OTHER OAKTREE FUNDS AND ACCOUNTS

General

Oaktree and its affiliates currently manage and may in the future manage Other Oaktree Funds that invest in and, in some cases, have priority ahead of the Sub-Funds with respect to, securities or obligations eligible for purchase by the Sub-Funds. This situation presents the potential for conflicts of interest. While Oaktree will seek to manage such potential conflicts of interest in good faith, there may be situations in which the interests of the Sub-Fund(s) with respect to a

particular investment or other matter conflict with the interests of one or more Other Oaktree Funds, Oaktree or one or more of their respective affiliates. For example, such conflicts may arise in situations where an Other Oaktree Fund has invested in the securities of an issuer, but due to changed circumstances, the investment opportunities with respect to such issuer subsequently fall within the investment focus of a Sub-Fund or where a Sub-Fund makes an investment in the same portfolio issuer in which an Other Oaktree Fund has an investment at a different level of such portfolio issuer's capital structure (or *vice versa*). Such changed circumstances might include, among others: a fall in the prices of the securities of the issuer to distressed levels; workouts or other restructurings relating to an issuer's capital structure; a decline in the issuer's business or financial condition; or consideration by the issuer of strategic alternatives or other fundamental changes. Subject to the provisions of this Prospectus, on any matter involving a conflict of interest, Oaktree will be guided by its fiduciary duties to the Shareholders in the Sub-Fund(s) as well as to investors in the Other Oaktree Funds and will seek to resolve such conflict in good faith and seek to ensure that the interests of the Sub-Fund(s) and all affected Other Oaktree Funds are represented. However, if necessary to resolve such conflict, Oaktree reserves the right to cause the Sub-Fund(s) to take such steps as may be necessary to minimize or eliminate the conflict, even if that would require the Sub-Fund(s) to (*a*) forego an investment opportunity or divest investments that, in the absence of such conflict, it would have made or continued to hold or (*b*) otherwise take action that may have the effect of benefitting Oaktree, any of its affiliates, or an Other Oaktree Fund and therefore may not have been in the best interests of the Company or the Shareholders in a Sub-Fund. (See the section headed "Risk Factors" below.)

Allocations of Investment Opportunities

The Sub-Fund(s) may share in investment opportunities presented to one or more of the Other Oaktree Funds to the extent that Oaktree in good faith deems such allocation to be prudent or equitable based on the Investment Allocation Considerations (as defined below). Likewise, one or more Other Oaktree Funds whose governing documents so permit may share in investment opportunities presented to the Sub-Fund(s) to the extent that Oaktree in good faith deems such allocation to be prudent or equitable based on the Investment Allocation Considerations. While Oaktree will seek to manage potential conflicts arising out of the potentially overlapping investment objectives of a Sub-Fund and certain Other Oaktree Funds, there can be no assurance in the case of overlapping investment opportunities that the return on the Sub-Fund's investment will be equivalent to or better than the returns obtained by the Other Oaktree Funds participating in such investments. The decision by Oaktree to allocate an opportunity to an Other Oaktree Fund could cause a Sub-Fund to forego an investment opportunity it otherwise would have made.

As a general matter, as between a closed-end fund or account and an open-end fund or account (which typically does not have a limit on total size) or two or more open-end funds or accounts, each with the same investment focus, investment opportunities will generally be allocated between them based on Oaktree's reasonable assessment of the amounts available for investment by each fund, and sales of an investment will generally be allocated *pro rata* between them on the basis of their respective investments held (disregarding for this purpose the age of the funds or which of them is in a liquidation period). The foregoing allocations for both investments and sales may be overridden if Oaktree in good faith deems a different allocation to be prudent or

equitable in light of (*a*) the size, nature and type of investment or sale opportunity, (*b*) principles of diversification of assets, (*c*) the investment guidelines and limitations governing any of such funds or accounts, including client instructions with respect to a specific investment and compressed ramp-up periods that are characteristic of certain investment vehicles, (*d*) cash availability, including cash that becomes available through leverage, (*e*) the magnitude of the investment, (*f*) redemption/withdrawal requests from such funds or accounts, (*g*) a determination by Oaktree that the investment or sale opportunity is inappropriate, in whole or in part, for one or more funds or accounts, (*h*) applicable transfer or assignment provisions, (*i*) proximity of a fund or account to the end of its specified term, (*j*) the investment focus of the funds or accounts, (*k*) applicable contractual obligations and/ or (l) such other factors as Oaktree may reasonably deem relevant (all of the foregoing factors being hereinafter referred to as the "**Investment Allocation Considerations**"). In some cases, Oaktree's observation and application of the Investment Allocation Considerations may affect adversely the price paid or received by the Sub-Fund, or the size of the position purchased or sold by the Sub-Fund.

The classification of an investment opportunity as appropriate or inappropriate for a Sub-Fund or any of the Other Oaktree Funds will be made by Oaktree, in good faith, at the time of purchase and will govern in this regard. This determination frequently will be subjective in nature. Consequently, an investment that Oaktree determined was appropriate for a Sub-Fund (or that Oaktree determined was more appropriate for any of the Other Oaktree Funds) may ultimately prove to have been more appropriate for one of the Other Oaktree Funds (or for the Sub-Fund). Furthermore, the decision as to whether a Sub-Fund or any of the Other Oaktree Funds should make a particular follow-on investment, or whether the follow-on investment will be shared in the same proportion as the original investment, may differ from the decision regarding the initial purchase due to a changed determination on this issue by Oaktree. Where potential overlaps with any of the Other Oaktree Funds do exist, such opportunities will be allocated by Oaktree, in good faith, after taking into consideration the investment focus of each affected fund or account and the Investment Allocation Considerations. A Sub-Fund will not purchase any investments from, or sell any investments to, any of the Other Oaktree Funds (other than in certain limited circumstances, such as in connection with warehoused investments, tax structuring, or in order to facilitate the allocation of an investment among related alternative investment vehicles, parallel funds or other related entities).

Investments in Different Parts of the Capital Structure

A Sub-Fund may make an investment in a company in which an Other Oaktree Fund holds an investment in a different class of such company's debt or equity. In such circumstances, Oaktree may have conflicting loyalties between its duties to the Sub-Fund and such Other Oaktree Fund. Generally speaking, Oaktree expects that a Sub-Fund will make such investments only when, at the time of investment by a Sub-Fund, Oaktree believes that (*a*) such investment is in the best interests of a Sub-Fund and (*b*)(*i*) the possibility of actual adversity between the Sub-Fund and the Other Oaktree Fund is remote, (*ii*) either the potential investment by the Sub-Fund or the investment of such Other Oaktree Fund is not large enough to control any actions taken by the collective holders of securities of such company, or (*iii*) in light of the particular circumstances, Oaktree believes that such investment is appropriate for a Sub-Fund, notwithstanding the potential for conflict. In those circumstances where a Sub-Fund and an Other Oaktree Fund hold investments in different classes of a company's debt or equity, Oaktree may also, to the fullest

extent permitted by applicable law, take steps to reduce the potential for adversity between a Sub-Fund and the Other Oaktree Fund, including causing a Sub-Fund to take certain actions that, in the absence of such conflict, it would not take, such as (*a*) remaining passive in a restructuring or similar situations (including electing not to vote or voting *pro rata* with other security holders), (*b*) investing in the same or similar classes of securities as the Other Oaktree Fund in order to align their interests, (*c*) divesting investments, or (d) otherwise taking an action designed to reduce adversity. Any such step could have the effect of benefiting an Other Oaktree Fund (or Oaktree) and therefore may not have been in the best interests of, and may have been adverse to, the Sub-Fund. A similar standard generally will apply if any Other Oaktree Fund makes an investment in a company or asset in which a Sub-Fund holds an investment in a different class of such company's debt or equity securities or asset.

Other Oaktree Funds and Other Oaktree-Managed Investment Strategies

Oaktree or its affiliates currently manage or may in the future manage a large number of Other Oaktree Funds and other investment strategies. The Other Oaktree Funds currently include (*a*) the "Distressed Debt Funds", which are organized to invest in debt or other obligations of distressed companies and other "stressed" companies (*b*) the "Strategic Credit Funds and Accounts," which are organized to invest primarily in credit opportunities that are inefficiently priced because the company or its owners are perceived to be experiencing financial stress or are otherwise unable to efficiently access the capital markets, (*c*) the "Special Situations Funds," which are organized primarily to obtain control or significant influence over companies that are believed to be undervalued, with a bias for investments which are distressed in nature; (*d*) the "European Principal Funds," which are organized primarily to make control and significant influence investments outside the United States, primarily in Europe; (*e*) the "Asia Principal Fund," which is organized primarily to make control and significant influence investments outside the United States, primarily in Asia and the Pacific region; (*f*) the "Power Opportunities Funds," which are organized to make control and significant influence investments primarily in companies in the power industry and related areas that focus largely on providing equipment, software and services used in the marketing, distribution, transmission, trading or consumption of power and similar services, but which can also invest in securities that fall into the "distressed" category; (*g*) the "Infrastructure Funds," which are organized to make investments in infrastructure opportunities, focused primarily on the energy, transportation and environmental services sectors in North America; (*h*) the "Real Estate Opportunities Funds," which are organized to invest in real estate, real estate related debt and corporate securities, distressed mortgages and properties and other real estate related investments; (*h*) the "Real Estate Debt Funds and Accounts," which are organized to invest in performing real-estate related debt, including commercial mortgage backed securities; (*i*) the "Value Opportunities Fund" which is organized primarily to invest in readily tradable distressed debt securities, distressed debt and other value-oriented investments, but which has the ability to make real estate realted investments; (*j*) the "Emerging Market Opportunities Funds and Accounts," which are organized to invest opportunistically in stressed, distressed and other value-oriented investments in the emerging markets; (*k*) the "Emerging Market Total Return Accounts," which are organized to invest on a global basis in emerging market instruments that offer the potential for substantial total return, with a focus on credit-oriented investments that Oaktree believes have a low likelihood of default and (*l*) the "Value Equity Fund," which is organized to invest with a long bias on an unleveraged basis in a concentrated portfolio of stressed, post-reorganization and

value equities in developed markets; (*m*) the "Senior Loan Funds and Accounts," which are organized to invest primarily in bank loans and other senior debt obligations of companies; (*n*) the "Enhanced Income Funds," which are organized primarily to make investment in bank loans and other senior debt obligations of companies on a leveraged basis; (*o*) the "European Private Debt Funds," which are organized primarily to invest in current cash yield instruments in the European lending market; (*p*) the "Mezzanine Funds," which are organized to invest primarily in mezzanine debt and equity investments, as well as in second lien loans; (*q*) the "Middle-Market Senior Loan Fund," which is organized to invest primarily in middle-market senior loans on a leveraged basis; and (*r*) the "Middle-Market Direct Lending Funds and Accounts," which are organized primarily to invest primarily in directly originated senior secured first lien and unitranche debt investments on a levered and unlevered basis.

Because the investment focus of certain of the Other Oaktree Funds and Oaktree's other investment strategies overlap with the investment focus of the Sub-Funds, not all investment opportunities suitable for a Sub-Fund will be allocated to a Sub-Fund. In addition, there is no assurance that future developments will not create additional potential conflicts of interest. In the event that a situation arises in the future where the interests of a Sub-Fund with respect to a particular investment conflict with the interests of one or more Other Oaktree Funds or Oaktree-managed investment strategies, Oaktree will in good faith seek to manage such conflicts of interest in a manner consistent with the procedures described herein.

Please see Annex A for the description of overlaps of each of the Sub-Funds with related Other Oaktree Funds.

RISK FACTORS

An investment in any Sub-Fund established by the Company is speculative and involves a high degree of risk, including those described below. An investment in any Sub-Fund established by the Company should be made only after consultation with independent qualified sources of investment, tax, legal and other appropriate professional advice. In addition to the information set forth elsewhere in this Prospectus, a prospective purchaser of Shares in any Sub-Fund established by the Company should consider the factors set forth below.

General

Each Sub-Fund established by the Company will invest in a number of securities and obligations that entail substantial risks, including highly volatile and speculative securities that may result in substantial losses to the relevant Sub-Fund. Although the Investment Managers will attempt to manage those risks through careful research and credit analysis and ongoing monitoring of investments, there can be no assurance that the securities and other instruments purchased by the relevant Sub-Fund will not incur significant losses.

Each Sub-Fund will invest in and will actively trade securities and other financial instruments using strategies and investment techniques with significant risk characteristics, including risks arising from the volatility of the global equity, currency, and fixed income markets, the risks of leverage, the potential illiquidity of derivative instruments and other portfolio investments and the risk of loss from counterparty defaults. No guarantee is made that a Sub-Fund's investment

program or overall portfolio, or various investment strategies used or investments made will have low correlation with each other or that a Sub-Fund's returns will exhibit low long-term correlation with an investor's traditional securities portfolio. A Sub-Fund's investment program may use such investment techniques as derivative transactions, which practices involve substantial volatility and can, in certain circumstances, substantially increase the adverse impact to which such Sub-Fund may be subject. All investments made by a Sub-Fund risk the loss of capital. No guarantee or representation is made that a Sub-Fund's investment program will be successful, that a Sub-Fund's will achieve its investment objective or that there will be any return of capital invested to Shareholders and investment results may vary substantially over time.

Shareholders who are subject to fiduciary obligations will be asked to represent that their investments in the relevant Sub-Fund are being made by them as authorized fiduciaries. In addition, all Shareholders may be asked to represent that they are investing in reliance on their own tax, legal and financial advisors and not on any advice or recommendation of the Company or the Investment Manager.

Broad Discretionary Power to Choose Investments and Strategies

Each Investment Manager has broad discretionary power to decide what investments a Sub-Fund will make and what strategies it will use. While the Investment Managers currently intend to use the strategies described in this Prospectus, they are not obligated to do so except as set forth in the sections above headed "Description of Investments and Investment Restrictions" and "Risk Management" and in Annex A and a Sub-Fund may employ other investment techniques and invest in other instruments that the Investment Managers believe will help achieve a Sub-Fund's investment objective, whether or not such investment techniques or instruments are specifically described in this Prospectus. Consistent with its investment objective, a Sub-Fund may invest in financial instruments of any and all types which exist now or are hereafter created. Such investments may entail risks not described in this Prospectus.

Unspecified Use of Proceeds

The proceeds of any offering of Shares in any Sub-Fund established by the Company are intended to be invested in investments which, as at the date of this Prospectus (or any applicable update thereof), have not been selected, and Shareholders in any Sub-Fund will not have an opportunity to evaluate for themselves the relevant economic, financial and other information regarding such investments. No assurance can be given that the relevant Sub-Fund will be successful in obtaining suitable investments or that, if the investments are made, the objectives of the relevant Sub-Fund will be achieved.

Investment Environment

Many factors affect the appeal and availability of investments in the companies and the securities that are the focus of the Sub-Funds. General economic conditions may affect a Sub-Fund's activities. Interest rates and general levels of economic activity may affect the value and number of investments made by a Sub-Fund or considered for prospective investment. In addition, events in the sub-prime mortgage market and other areas of the fixed income markets have caused significant dislocations, illiquidity, and volatility in the global financial markets. To the extent

that issuers of a Sub-Fund's investments participate in such markets, the results of its operations may suffer. In addition, to the extent that such marketplace events continue (or even worsen), this may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of the global economies. Any resulting economic downturn could adversely affect the financial resources of a Sub-Fund's investments (in particular those investments that provide credit to third parties or that otherwise participate in the credit markets).

Current Market Conditions and Governmental Actions

In the fall 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. In reaction to these events, regulators in various countries undertook unprecedented regulatory action. The regulators of many jurisdictions continue to consider and implement measures to stabilize global financial markets. However, despite these efforts, global financial markets remain extremely volatile. For example, Standard & Poor's downgraded the debt rating of the United States in the beginning of August 2011, from AAA to AA+, and austerity measures have been introduced in a number of European countries in response to sovereign debt downgrades and concerns about the financial stability of banking institutions. It is uncertain whether regulatory actions will be able to prevent further losses and volatility in securities markets, or stimulate the credit markets. A Sub-Fund may be adversely affected by the foregoing events, or by similar or other events in the future.

A Sub-Fund may invest in securities of issuers who have their registered office or a predominant part of their economic activities in Europe. In light of the current fiscal conditions and concerns in relation to the sovereign risk of certain European countries, there is an increased amount of volatility, liquidity, price and foreign exchange risk associated with investments in Europe. The performance of the Sub-Funds could deteriorate significantly should an adverse credit event occur such as but not limited to further downgrades of the sovereign credit ratings of European countries or the withdrawal from the Euro currency by one or more member states of the European Monetary Union.

In the longer term, there may be significant new regulations that could limit a Sub-Fund's activities and investment opportunities or change the functioning of the capital markets, and there is the possibility of a severe worldwide economic downturn. Consequently, a Sub-Fund may not be capable of, or successful at, preserving the value of its assets, generating positive investment returns or effectively managing risks.

The European Union

There is a heightened risk of market instability and legal and regulatory change following the UK's vote to leave the European Union in the UK referendum that took place on 23 June 2016 and the UK Government's invocation of article 50 of the Lisbon Treaty relating to withdrawal on 29 March 2017.

In the short to medium term, the period of negotiation between the UK and the EU of the terms of the UK's withdrawal from, and the framework for its future relationship with, the EU may be characterised by: (i) market dislocation, (ii) economic and financial instability in the UK and

other European Union Member States, (iii) increased volatility and reduced liquidity in financial markets, (iv) an adverse effect on investor and market sentiment, (v) destabilisation of Sterling and of the Euro, (vi) reduced deal flow in the Company's target markets, (vii) increased counterparty risk, and/or (viii) reduced availability of capital.

The effects on the UK, European and global economies of the exit of the UK (and/or other European Union Member States) from the EU, or the exit of one or more European Union Member States from the European Monetary Area and/or the redenomination of financial instruments from the Euro to a different currency, are impossible to predict and protect fully against in view of: (i) economic and financial instability in the UK and in EU Member States, (ii) the severity of the recent global financial crisis, (iii) difficulties in predicting whether the current signs of recovery will be sustained and at what rate, (iv) the uncertain legal position, (v) the impact of macro geopolitical considerations including concurrent EU trade negotiations with other non-EU states and heightened flows of displaced persons from outside the EU, (vi) the difficulty in predicting the approach of other EU member states to negotiation of the UK withdrawal from the EU and the establishment of a legal framework for ongoing relations, and (vii) the fact that many of the risks related to the business are totally, or in part, outside of the Management Company's control. However, any such event may result in: (a) significant market dislocation, (b) heightened counterparty risk, (c) an adverse effect on the management of market risk and, in particular, asset and liability management due, in part, to redenomination of financial assets and liabilities, (d) a material adverse effect on the ability of the Management Company, or of any person or entity to which, under the Management Company's control and responsibility, all or part of its duties and powers have been delegated, to market, raise capital for, manage and operate the Company, and (e) increased legal, regulatory or compliance burden for the Management Company and/or the Company, each of which may have a material adverse effect on the operations, financial condition, returns, or prospects of the Company and/or the Management Company in general. Any adverse changes affecting the economies of the countries in which the Company conducts its business (including making investments) and any further deterioration in global macro-economic conditions could have a material adverse effect on the Company's prospects and/or returns.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance provisions of the US tax code, commonly referred to as "FATCA" and the U.S. Treasury regulations promulgated thereunder generally impose a 30% withholding tax regime with respect to (i) certain U.S. source income (including interest and dividends) and gross proceeds from any sale or other disposition after December 31, 2016, of property that can produce U.S. source interest or dividends ("withholdable payments") and (ii) "passthru payments" (generally, withholdable payments and payments that are attributable to withholdable payments) made by foreign financial institutions ("FFIs"). As a general matter, FATCA was designed to require U.S. persons' direct and indirect ownership of certain non-U.S. accounts and non-U.S. entities to be reported to the IRS. The application of the FATCA withholding rules will be phased in beginning July 1, 2014, with withholding on foreign passthru payments made by FFIs taking effect no earlier than 2017.

Subject to the discussion under "Intergovernmental Agreement" below, under FATCA, withholdable payments and passthru payments made to the Company generally will be subject to

a 30% withholding tax unless an agreement (an "FFI Agreement") is in effect between the Company (or the Management Company or one of its affiliates on behalf of the Company) and the IRS.

FFI Agreement, etc. An FFI Agreement would require the Company (or the Management Company or one of its affiliates on behalf of the Company) to report to the IRS information about its U.S. Shareholders and certain U.S. persons that indirectly hold an interest in the Company through a non-U.S. Shareholder, and to comply with other reporting, verification, due diligence and other procedures established by the IRS, including a requirement to seek waivers of non-U.S. laws that would prevent the reporting of such information. The IRS may terminate the FFI Agreement if the IRS notifies the Company that it is out of compliance with the FFI Agreement and the Company does not remediate the compliance failure.

Under the Subscription Form, a Shareholder will be required to provide such information and comply with such procedures as required for the Company to comply with an FFI Agreement, or an intergovernmental agreement, including in the case of a non-U.S. Shareholder, to provide information regarding certain U.S. direct and indirect owners of the Shareholder.

A Shareholder's share of withholdable payments (whether or not distributed) and distributions to a Shareholder that are treated as "foreign passthru payments" generally will be subject to a 30% withholding tax (a) if the Shareholder fails to provide information or take other actions required for the Company to comply with the requirements of an FFI Agreement including, in the case of a non-U.S. investor, providing information regarding certain U.S. direct and indirect owners of the Shareholder (and, in certain circumstances, obtaining waivers of non-U.S. law to permit such reporting), or (b) if the Shareholder is an FFI, unless the Shareholder (i) is subject to an FFI Agreement or (ii) establishes that an exemption applies. A Shareholder or the Company may be able to obtain a credit for or refund of any amounts withheld, depending on the Shareholder's and the Company's particular situations.

Intergovernmental Agreement. The Government of the Grand Duchy of Luxembourg has signed a Model 1 intergovernmental agreement (the "IGA") with the United States in relation to automatic tax information exchange arrangements contemplated by FATCA. If the Company satisfies the eligibility, information reporting and other requirements of the IGA, the Company would not be required to enter into an FFI Agreement, but would be required to comply with Luxembourg legislation that would be implemented to give effect to the IGA. Although the Luxembourg enabling legislation has yet to be enacted, when implemented, the legislation is expected to require the Company to report information similar to that required under FATCA to the Luxembourg Inland Revenue, who will exchange such information with the IRS under the terms of the IGA. It is also anticipated that, under the terms of the IGA and FATCA, withholding generally will not be imposed on payments made to the Company, or on payments made by the Company to a Shareholder, except with respect to a Shareholder that is a non-participating financial institution or otherwise does not establish an exemption from withholding.

The above discussion of FATCA is based in part on recently issued U.S. Treasury regulations, which are subject to uncertain interpretation and reserve on certain aspects of the FATCA rules that may be relevant to the Shareholder (such as, for example, the definition of "foreign passthru payment").

The Company is entitled to compulsorily redeem all or a portion of any Shares held by a Shareholder if the continued participation of such Shareholder may cause the Company to be out of compliance with an FFI Agreement or intergovernmental agreement or may otherwise cause the Company or the other Shareholders to be subject to withholding under FATCA, such Shareholder fails to provide any information requested by the Company for the purpose of FATCA compliance or to the extent necessary to ensure that the cost of any withholding required with respect to or as a result of such Shareholder under FATCA is borne solely by such Shareholder.

Automatic Exchange of Information

On 9 December 2014, the Council of the European Union adopted the Directive 2014/107/EU amending the Directive 2011/16/EU of 15 February 2011 on administrative cooperation in the field of taxation which now provides for an automatic exchange of financial account information between EU Member States ("**DAC Directive**"). The adoption of the aforementioned directive implements the OECD's CRS and generalizes the automatic exchange of information within the European Union as of 1 January 2016.

In addition, Luxembourg signed the OECD's multilateral competent authority agreement ("**Multilateral Agreement**") to automatically exchange information between financial authorities. Under this Multilateral Agreement, Luxembourg will automatically exchange financial account information with other participating jurisdictions as of 1 January 2016. The Luxembourg law dated 18 December 2015 implementing Council Directive 2014/107/EU of 9 December 2014 as regards mandatory automatic exchange of information in the field of taxation (the "**CRS-Law**") implements this Multilateral Agreement, jointly with the DAC Directive introducing the CRS in Luxembourg law.

Under the terms of the CRS-Law, the Company may be required to annually report to the Luxembourg tax authority the name, address, state(s) of residence, TIN(s), as well as the date and place of birth of i) certain shareholders as per the CRS-Law (the "**Reportable Persons**") that is an account holder, ii) and, in the case of a passive Non-Financial Entity ("**NFE**") within the meaning of the CRS-Law, of each Controlling Person(s) that is a Reportable Person. Such information may be disclosed by the Luxembourg tax authority to foreign tax authorities.

The term "Controlling Person" means in the present context any natural persons who exercise control over an entity. In the case of a trust it means the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, persons in equivalent or similar positions. The term ''Controlling Persons" must be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

The Company's ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder providing the Company with the Information, including information regarding direct or indirect owners of each Shareholder, along with the required supporting documentary evidence. Upon request of the Company, each Shareholder shall agree to provide the Company such information.

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

Any Shareholder that fails to comply with the Company's documentation requests may be charged with any taxes and penalties imposed on the Company attributable to such Shareholder's failure to provide the information and the Company may, in its sole discretion, redeem the Shares of such Shareholder.

Shareholders should consult their own tax advisor or otherwise seek professional advice regarding the impact of the CRS-Law on their investment.

Competition for Investment Opportunities

Each Sub-Fund operates in a highly competitive market for investment opportunities. Each Sub-Fund will compete for investments with various other investors—such as other public and private funds, commercial and investment banks and commercial finance companies. Many competitors are substantially larger and have considerably more financial and other resources. Other funds may have investment objectives that overlap with a Sub-Fund, which may create competition for investment opportunities. Some competitors may have a lower cost of funds and access to funding sources that are not available to a Sub-Fund, and may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships. The competitive pressures could impair a Sub-Fund's business, financial condition, and results of operations. As a result of this competition, a Sub-Fund may not be able to take advantage of attractive investment opportunities.

Passive Investment

The Shares are generally passive investments. Shareholders are precluded from participating in the Company's management and must rely on the Board of Directors to manage and conduct the affairs of the Company. The Investment Managers will make all portfolio decisions on behalf of the Sub-Funds. The success of a Sub-Fund's investment strategy will be dependent upon the management, skill, and acumen of the Investment Managers and their personnel. Subjective decisions made by the Investment Managers may cause the Sub-Funds to incur losses or to miss profit opportunities on which they would otherwise have capitalized. There can be no assurance that the current members of the investment management team for the Sub-Funds will remain employed by each of the Investment Managers.

Lack of Diversification

Except as set forth in the sections above headed "Description of Investments and Investment Restrictions" and "Risk Management" and in Annex A, the Investment Manager will not be under any other obligation to diversify a Sub-Fund's investments, whether by reference to the number or type of financial instruments, the amount invested or the industries or geographical areas in which portfolio companies operate. Accordingly, the investment portfolio of a Sub-Fund may be subject to more rapid change in value than would be the case if such Sub-Fund were required to maintain a wider diversification among issuers, industries, and types of securities.

Expenses May Be a High Percentage of Assets

Operating expenses that are necessary for the Company and the Sub-Funds' proper operation may be a high percentage of the Sub-Funds' Net Asset Value and, even if a Sub-Fund's strategy is successful, such Sub-Fund may still not be profitable. It is possible that a Sub-Fund may have trading gains while such Sub-Fund's Net Asset Value may not increase or may even decrease due to high expenses. For example, because a Sub-Fund will have a diversified portfolio, it will acquire more securities than a more concentrated fund and may likewise engage in more purchase transactions. Moreover, a Sub-Fund may engage in frequent trading and have a high portfolio turnover in order to provide for redemptions. The more trades a Sub-Fund does, the higher the transaction costs and certain other expenses involved in the Sub-Fund's operations (including, among other things, assignment and documentation fees and legal expenses). These costs are borne by the Sub-Fund regardless of the profitability of the Sub-Fund's investment and trading activities. In addition, a high portfolio turnover may increase the recognition of short-term, rather than long-term, capital gains.

Liabilities Arising from Prior Period

Each Sub-Fund is a separate entity from its Shareholders and may be required to settle or create reserves for liabilities regardless of the dates on which any particular Shareholder participates in such Sub-Fund. Shareholders may therefore be required to bear losses on their investment from liabilities that arise from activities engaged in by a Sub-Fund prior to the date on which an investor made its initial investment in the applicable Sub-Fund.

No Holdback on Redemptions

Upon any withdrawal by a Shareholder, including in the case of a total redemption, the applicable Sub-Fund will generally pay the entire Redemption Prices to such Shareholder based on the Net Asset Value of the applicable Shareholder as of the applicable redemption. The Net Asset Value for a redemption may be determined using estimates of the value of assets held by the applicable Sub-Fund, and audited financials will generally not be prepared until the end of the Company's fiscal year. A Sub-Fund will generally not hold back amounts from the Redemption Price, and withdrawing Shareholders may not be required to return amounts received if the annual audit of the Company is inconsistent with the estimates used to determine the Redemption Price. If a redeeming Shareholder has been overpaid based on such inconsistency between the estimates and the final audited financials, the Company (and, therefore, the non-redeeming Shareholders) may be required to bear such losses.

Possible Adverse Effects of Substantial Withdrawals

In the event that there are substantial redemptions of Shares within a limited period of time, the applicable Sub-Fund may find it difficult to adjust its asset allocation and trading strategies to the suddenly reduced amount of assets under management. Under such circumstances, in order to provide funds to satisfy such redemptions, a Sub-Fund may be required to liquidate positions at an inappropriate time or on unfavorable terms, resulting in a lower Net Asset Value for the remaining Shares. On an on-going basis, irrespective of the period over which substantial redemptions occur, it may be more difficult for a Sub-Fund to generate additional profits

operating on a smaller asset base and, as a result of liquidating assets to fund withdrawals, such Sub-Fund may be left with a much less liquid portfolio. In addition, such redemptions may materially adversely affect the liquidity position of a Sub-Fund, including its ability to satisfy contractual payment obligations and make other uses of cash.

Recourse to a Sub-Fund's Assets

The assets of a Sub-Fund, including any investments and any cash held by such Sub-Fund, are available to satisfy all liabilities and other obligations of such Sub-Fund. If a Sub-Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to such Sub-Fund's assets generally and not be limited to any particular asset.

Ring-Fencing

The assets of each Sub-Fund are ring-fenced. As a matter of Luxembourg law, the assets of one Sub-Fund will not be available to meet the liabilities of another. However, the Company may operate or have assets held on behalf of or be subject to claims in other jurisdictions which may not necessarily recognise such ring-fencing and, in such circumstances, the assets of one Sub-Fund may be exposed to the liabilities of another.

Institutional Risk

Because certain purchases, sales, securities lending, derivative and other transactions in which a Sub-Fund may engage involve instruments that are not traded on an exchange, but are instead traded between counterparties based on contractual relationships, such Sub-Fund is subject to the risk that a counterparty will not perform its obligations under the related contracts. Although the Sub-Funds intend to enter into transactions only with counterparties that the Investment Manager believes to be creditworthy, there can be no assurance that a counterparty will not default and that a Sub-Fund will not sustain a loss on a transaction as a result. Such risks may differ materially from those entailed in exchange-traded transactions that generally are backed by clearing organization guarantees, daily marking-to-market and settlement of positions and segregation and minimum capital requirements applicable to intermediaries. Although the Investment Manager monitors credit exposure to counterparties for the Sub-Fund, the Investment Manager has not implemented a formalized firm-wide risk control system. There can be no assurance that the monitoring activities of the Investment Manager will be sufficient to adequately control counterparty risk.

In situations where a Sub-Fund places assets in the care of a custodian, the custodian may fail to segregate such assets, or may commingle the assets with the relevant custodian's own assets. As a result, in the event of the bankruptcy or insolvency of any custodian, a Sub-Fund's assets may be subject to the conflicting claims of the creditors of the relevant custodian, and a Sub-Fund may be exposed to the risk of a court treating such Sub-Fund as a general unsecured creditor of such custodian, rather than as the owner of such assets.

A Sub-Fund is subject to the risk that issuers of the instruments in which it invests and trades may default on their obligations under those instruments, and that certain events may occur which have an immediate and significant adverse effect on the value of those instruments. There can be no assurance that an issuer of an instrument in which a Sub-Fund invests will not default,

or that an event which has an immediate and significant adverse effect on the value of an instrument will not occur, and that such Sub-Fund will not sustain a loss on a transaction as a result.

Transactions entered into by a Sub-Fund may be executed on various exchanges, and may be cleared and settled through various clearing houses, custodians, depositories and prime brokers throughout the world. Although each Sub-Fund will attempt to execute, clear and settle the transactions through entities the Investment Managers believe to be sound, there can be no assurance that a failure by any such entity will not lead to a loss to such Sub-Fund.

Restricted Transferability of Shares

Certain restrictions on the transferability of Shares exist under the Articles, and these are summarised in this Prospectus.

Hedged Share Class Risk

The hedging strategy applied to hedged Share Classes may vary from one Sub-Fund to another. Each Sub-Fund will apply a hedging strategy which aims to reduce currency risk between the Reference Currency of the respective Sub-Fund and the nominal currency of the hedged Share Class while taking various practical considerations into account. The hedging strategy aims to reduce, but may not totally eliminate, currency exposure.

Shareholders should note that there is no segregation of liabilities between the individual Share Classes within a Sub-Fund. Hence, there is a risk that under certain circumstances, hedging transactions in relation to a hedged Share Class could result in liabilities affecting the Net Asset Value of the other Share Classes of the same Sub-Fund. In such case assets of other Share Classes of such Sub-Fund may be used to cover the liabilities incurred by the hedged Share Class.

Among other things, because the Net Asset Value of the Sub-Funds will fluctuate over time and the Net Asset Value of the Sub-Funds and the corresponding hedged amounts are calculated and adjusted only periodically, any currency risk related to changes in the Net Asset Value of the Sub-Funds that is not determined or reflected at the time the forward currency contracts are entered into will remain un-hedged. Furthermore, the use of hedging strategies may substantially limit Shareholders in the relevant Hedged Share Class from benefiting with respect to favourable currency fluctuations in relation to the Reference Currency of the relevant Sub-Fund. All costs and gains/losses of hedging transactions are borne by the Shareholders of the respective Hedged Classes of Shares.

Distributions in-Kind

Although under normal circumstances, it is intended that the Sub-Funds will make distributions in cash, it is possible that under certain circumstances (including the liquidation of a Sub-Fund) and subject to the provisions of the section above headed "Distributing Shares", distributions may be made in kind and could consist of securities or other investments for which there is no readily available public market.

Illiquid Investments

A Sub-Fund may invest in relatively illiquid securities. A portion of a Sub-Fund's assets may consist of investments that are thinly-traded, investments for which no market exists, and/or investments that are restricted as to their transferability under applicable securities laws and/or documents governing particular transactions of such Sub-Fund. Some securities or instruments that were liquid at the time they were acquired may, for a variety of reasons which may not be in a Sub-Fund's control, later become illiquid. This factor may have the effect of limiting the availability of these investments for purchase by a Sub-Fund and may also limit the ability of a Sub-Fund to sell such investments at their fair market value in response to changes in the economy or the financial markets.

In addition, the process of valuing securities for which reliable market quotations are not available is based on inherent uncertainties and the resulting values may differ from values that would have been determined had a ready market existed for such securities and may differ from the prices at which such securities may ultimately be sold. Third party pricing information may at times not be available regarding certain of a Sub-Fund's assets. A disruption in the secondary markets for a Sub-Fund's investments may limit the ability of the Management Company to obtain accurate market quotations for purposes of valuing a Sub-Fund's investments and calculating the Net Asset Value of such Sub-Fund. In addition, material events occurring after the close of a principal market upon which a portion of the securities or other assets of a Sub-Fund are traded may require the Management Company to make a determination of the effect of a material event on the value of the securities or other assets traded on the market for purposes of determining the Net Asset Value of a Sub-Fund's investments on a Valuation Day. Further, because of the overall size and concentrations in particular markets and maturities of positions that may be held by a Sub-Fund from time to time, the liquidation values of such Sub-Fund's securities and other investments may differ significantly from the interim valuations of these investments derived from the valuation methods described herein. If the Management Company's valuation of a Sub-Fund's securities in accordance with section headed "Calculation of Net Asset Value" should prove to be incorrect, the Net Asset Value of such Sub-Fund's investments could be adversely affected. Absent bad faith or manifest error, valuation determinations in accordance with accordance with section above headed "Calculation of Net Asset Value" will be conclusive and binding. Furthermore, these values will be used to determine the Net Asset Value of the Shares of newly admitted Shareholders or redeeming Shareholders. To the extent these securities are undervalued or overvalued, the Shares of existing Shareholders, newly admitted Shareholders, or redeeming Shareholders, as applicable, could be adversely affected.

Highly Volatile Markets

The prices of a Sub-Fund's investments can be highly volatile. Price movements of investments in which a Sub-Fund's assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships; trade, fiscal, monetary, and exchange control programs and policies of governments; and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in government bonds, currencies, financial instruments, futures, and options. Such intervention often is intended directly to influence prices

and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. A Sub-Fund also is subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

International Investments

International investments may involve certain special risks, including the following: (*a*) the risk of nationalization or expropriation of assets or confiscatory taxation, (*b*) social, economic, and political uncertainty, including corruption, war, and revolution, (*c*) dependence on exports and the corresponding importance of international trade, (*d*) price fluctuations, market volatility, less liquidity, and smaller capitalization of securities markets, (*e*) currency exchange rate fluctuations, (*f*) rates of inflation, (*g*) controls on, and changes in controls on, foreign investment and limitations on repatriation of invested capital and on a Sub-Fund's ability to exchange local currencies for the dealing currency of such Sub-Fund, (*h*) governmental involvement in, and control over, the economies, (*i*) governmental decisions to discontinue support of economic reform programs generally and impose centrally planned economies, (*j*) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers, (*k*) less extensive regulation of the securities markets, (*l*) longer settlement periods for securities transactions, (*m*) less developed corporate laws regarding fiduciary duties and the protection of investors, (*n*) less reliable judicial systems to enforce contracts and applicable law, (*o*) certain considerations regarding the maintenance of a Sub-Fund's portfolio securities and cash with non-U.S. sub-custodians and securities depositories, (*p*) foreign restrictions and prohibitions on ownership of property by U.S. entities and changes in foreign laws relating thereto, and (*q*) the risks of terrorism.

Investments in Emerging Markets

In emerging markets, there is often less government supervision and regulation of business and industry practices, stock exchanges, over-the-counter markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. A Sub-Fund may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments in courts in these countries.

Certain of the emerging markets countries in which a Sub-Fund may invest are currently experiencing rapid economic growth, rising real estate prices, elevated growth in credit and rising inflation. Consequently, certain governments are tightening monetary and fiscal policies in an effort to cool inflation of prices of assets and goods and services. There can be no assurance that the current monetary and fiscal tightening in these countries will not continue or worsen,

spread to other countries in which a Sub-Fund's investments are located, or make it more difficult for a Sub-Fund to find appropriate opportunities.

Additionally, as a result of large-scale currency speculation, a number of emerging markets countries have been unable to sustain exchange rates and have devalued their currency relative to the U.S. dollar or shifted to floating exchange rate regimes. Any future devaluations could adversely affect a Sub-Fund.

Investments in China

Political and economic considerations

The investments of the Sub-Funds may include shares in companies incorporated in Mainland China which are listed on the Stock Exchange of Hong Kong Limited and primarily traded in Hong Kong ("H-Shares"). Investors should be aware that the economy of Mainland China differs from the economies of most developed countries in many respects, including the government involvement in its economy, the level of development, growth rate and control of foreign exchange. The regulatory and legal framework for capital markets and companies in Mainland China is not well developed compared with those of developed countries.

By investing in H-Shares the Sub-Funds are subject to the risks of investing in emerging markets generally and the risks specific to Mainland China in particular. These may include, but are not limited to:

- Less liquid and less efficient securities markets;
- Greater price volatility;
- Exchange rate fluctuations and exchange controls;
- Less publicly available information about issuers;
- The imposition of restrictions on the repatriation of funds or other assets out of the country;
- Higher transaction and custody costs and higher settlement risks;
- Difficulties in enforcing contractual obligations,
- Lesser levels of regulation of the securities markets;
- Different accounting, disclosure and reporting requirements;
- More substantial government involvement in the economy;
- Higher rates of inflation,
- Social, political and economic instability; and
- Risk of nationalization or expropriation of assets and risk of war or terrorism.

Investors should be aware that, the Mainland China government has adopted a planned economic system in the past. Since 1978, the Mainland China government has implemented economic reform measures which emphasize decentralization and the utilization of market forces and social progress. However, many of the economic reforms in Mainland China are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on securities markets. Also, many laws and regulations in Mainland China are new and therefore untested and there is no certainty as to how they will be applied. They may also be varied in the future.

The economy of Mainland China has experienced significant growth in the past few years, but such growth has been uneven both geographically and among the various sectors of the economy. Moreover, there can be no assurance that such growth can be sustained.

Investments associated with Mainland China will be sensitive to any significant change in political, social or economic policy. Such sensitivity may adversely affect the capital growth and thus the performance of these investments.

Mainland China government's control of currency conversion and future movements in exchange rates

On 21 July 2005, the Mainland China government began to implement a controlled floating exchange rate system based on the supply and demand in the market and adjusted with reference to a portfolio of currencies. The exchange rate or Renminbi ("RMB") is no longer pegged to the US dollar, resulting in a more flexible RMB exchange rate system. China Foreign Exchange Trading System, authorized by the People's Bank of China, promulgates the central parity rate of RMB against US dollar, Euro, Yen, pound sterling and Hong Kong dollar at 9:15 a.m. on each business day, which will be the daily central parity rate for transactions on the Inter-bank Spot Foreign Exchange Market and OTC transactions of banks. The exchange rate of RMB against the above-mentioned currencies fluctuates within a range above or below such central parity rate. As the exchange rates are based primarily on market forces, the exchange rates for RMB against other currencies, including US dollars and Hong Kong dollars, are susceptible to movements based on external factors. There can be no assurance that such exchange rates will not fluctuate widely against US dollars, Hong Kong dollars or any other foreign currency in the future.

Since July 2005, the appreciation of RMB has begun to accelerate notably. Although the Mainland China government has constantly reiterated its intention to maintain the stability of the RMB, it may introduce measures (such as a reduction in the rate of export tax refund) to address the concerns of the Mainland China's trading partners. Therefore, the possibility that the appreciation of RMB will by further accelerated cannot be excluded. On the other hand, there can be no assurance that the RMB will not be subject to devaluation. Any devaluation of the RMB could adversely affect the Net Asset Value of the Subfund concerned.

Accounting, auditing and financial reporting standards and practices

Accounting, auditing and financial reporting standards and practices applicable to companies in Mainland China may be different to those standards and practices applicable in other countries.

For example, there may be differences in the valuation methods for properties and assets and in the requirements for disclosure of information to investors.

Legal system

The legal system of Mainland China in general and for securities markets in particular has been undergoing a period of rapid change over recent years which may lead to difficulties in interpreting and applying newly evolving regulations. The revised securities law which came into force on 1 January 2006 has made a comprehensive revision to the previous regulatory framework relating to the issuing, listing and trading systems of securities.

The Mainland China government has implemented a number of tax reform policies in recent years. There can be no assurance that the current tax laws and regulations will not be revised or amended in future. Any revision or amendment in tax laws and regulations may affect the after-taxation profit of companies in Mainland China.

Risks associated with the Stock Connect Scheme

The Sub-Funds may invest in eligible China A shares ("China Connect Securities") through the Shanghai-Hong Kong Stock Connect scheme or other similar scheme(s) established under applicable laws and regulations from time to time (the "Stock Connect Scheme"). The Stock Connect Scheme is a securities trading and clearing linked program developed by, amongst others, The Stock Exchange of Hong Kong Limited ("SEHK"), Shanghai Stock Exchange ("SSE"), Hong Kong Securities Clearing Company Limited ("HKSCC") and China Securities Depository and Clearing Corporation Limited ("ChinaClear"), with an aim to achieve mutual stock market access between mainland China and Hong Kong.

For investment in China Connect Securities, the Stock Connect Scheme provides the "Northbound Trading Link". Under the Northbound Trading Link, investors, through their Hong Kong brokers and a securities trading service company established by SEHK, may be able to place orders to trade China Connect Securities listed on the SSE by routing orders to the SSE.

Under the Stock Connect Scheme, HKSCC, also a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited ("HKEx"), will be responsible for the clearing, settlement and the provision of depositary, nominee and other related services of the trades executed by Hong Kong market participants and investors.

China Connect Securities Eligible for Northbound Trading Link

China Connect Securities eligible for trading on the Northbound Trading Link, as of the date of this Prospectus, include shares listed on the SSE that are (a) constituent stocks of SSE 180 Index; (b) constituent stocks of SSE 380 Index; (c) China A shares listed on the SSE that are not constituent stocks of the SSE 180 Index or SSE 380 Index, but which have corresponding China H shares accepted for listing and trading on SEHK, provided that: (i) they are not traded on the SSE in currencies other than RMB; and (ii) they are not included in the risk alert board. SEHK

may include or exclude securities as China Connect Securities and may change the eligibility of shares for trading on the Northbound Trading Link.

Ownership of China Connect Securities

China Connect Securities acquired by Hong Kong and overseas investors (including the relevant Sub-Funds) through the Stock Connect Scheme are held in ChinaClear and HKSCC is the "nominee holder of such China Connect Securities. Applicable People's Republic of China ("PRC") rules, regulations and other administration measures and provisions (the "Stock Connect Scheme Rules") generally provide for the concept of a "nominee holder" and recognise the concept of a "beneficial owner" of securities. In this respect, a nominee holder (being HKSCC in relation to the relevant China Connect Securities) is the person who holds securities on behalf of others (being Hong Kong and overseas investors (including the relevant Sub-Funds) in relation to the relevant China Connect Securities). HKSCC holds the relevant China Connect Securities on behalf of Hong Kong and overseas investors (including the relevant Sub-Funds) who are the beneficial owners of the relevant China Connect Securities. The relevant Stock Connect Scheme Rules provide that investors enjoy the rights and benefits of the China Connect Securities acquired through the Stock Connect Scheme in accordance with applicable laws. Based on the provisions of the Stock Connect Scheme Rules, it is the Hong Kong and overseas investors (including the relevant Sub-Funds) who should be recognised under the laws and regulations of the PRC as having beneficial ownership in the relevant China Connect Securities. Separately, under applicable rules of the Central Clearing and Settlement System ("CCASS") all proprietary interests in respect of the relevant China Connect Securities held by HKSCC as nominee holder belong to the relevant CCASS participants or their clients (as the case may be).

However, Northbound investors shall exercise their rights in relation to the China Connect Securities through the CCASS clearing participant and HKSCC as the nominee holder. With respect to certain rights and interests of China Connect Securities that can only be exercised via bringing legal actions to mainland China competent courts, it is uncertain whether such rights could be enforced since under the CCASS rules, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the China Connect Securities in mainland China or elsewhere. The precise nature and rights of a Northbound investor as the beneficial owner of China Connect Securities through HKSCC as nominee is less well defined under mainland China law and the exact nature and methods of enforcement of the rights and interests of Northbound investors under mainland China law are not free from doubt.

Pre-trade checking

Mainland China law provides that SSE may reject a sell order if an investor (including the Sub-Funds) does not have sufficient available China A shares in its account. SEHK will apply similar checking on all sell orders of China Connect Securities on the Northbound Trading Link at the level of SEHK's registered exchange participants ("Exchange Participants") to ensure there is no overselling by any individual Exchange Participant ("Pre-Trade Checking").

Quota limitations

Trading under the Stock Connect Scheme will be subject to a maximum cross-border investment quota ("Aggregate Quota"), together with a daily quota ("Daily Quota"). The Northbound Trading Link will be subject to a separate set of Aggregate and Daily Quota, which is monitored by SEHK. The Aggregate Quota limits the maximum net value of all buy trades via the Northbound Trading Link that can be executed by Exchange Participants while the Stock Connect Scheme is in operation. The Daily Quota limits the maximum net buy value of cross-border trades via the Northbound Trading Link under the Stock Connect Scheme each trading day. The Aggregate Quota and/or the Daily Quota may change from time to time without prior notice and investors should refer to the SEHK website and other information published by the SEHK for up-to-date information.

Once the remaining balance of the Daily Quota applicable to the Northbound Trading Link drops to zero or such Daily Quota is exceeded, new buy orders will be rejected (though investors will be allowed to sell their China Connect Securities regardless of the quota balance). Therefore, quota limitations may restrict the Sub-Funds' ability to invest in China Connect Securities through the Stock Connect Scheme on a timely basis.

Restriction on Day Trading

Day (turnaround) trading is not permitted on the China A share market. Therefore, the Sub-Funds buying China Connect Securities on T day can only sell the shares on and after T+1 day subject to any China Connect Rules. This will limit the Sub-Funds' investment options, in particular where a Subfund wishes to sell any China Connect Securities on a particular trading day. Settlement and Pre-Trade Checking requirements may be subject to change from time to time.

Order Priority

Where a broker provides the Stock Connect Scheme trading services to its clients, proprietary trades of the broker or its affiliates may be submitted to the trading system independently and without the traders having information on the status of orders received from clients. There is no guarantee that brokers will observe client order priority (as applicable under relevant laws and regulations).

Best Execution Risk

China Connect Securities trades may, pursuant to the applicable rules in relation to the Stock Connect Scheme, be executed through one or multiple brokers that may be appointed in relation to the Sub-Funds for trading via the Northbound Trading Link. In order to satisfy the Pre-Trade Checking requirements, the Sub-Funds may determine that they can only execute China Connect Securities trades through certain specific broker(s) or Exchange Participant(s) and accordingly such trades may not be executed on a best execution basis.

In addition, the broker may aggregate investment orders with its and its affiliates' own orders and those of its other clients, including the Sub-Funds. In some cases, aggregation may operate to the Sub-Funds' disadvantage and in other cases aggregation may operate to the Sub-Funds' advantage.

Limited off-exchange trading and transfers

"Non-trade" transfers (i.e. off-exchange trading and transfers) are permitted in limited circumstances such as post-trade allocation of China Connect Securities to different funds/Sub-Funds by fund managers or correction of trade errors.

Clearing, settlement and custody risks

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

China Connect Securities traded through the Stock Connect Scheme are issued in scripless form, so investors, including the Sub-Funds, will not hold any physical China Connect Securities. Under the Stock Connect Scheme, Hong Kong and overseas investors, including the Sub-Funds, which have acquired China Connect Securities through the Northbound Trading Link, should maintain such China Connect Securities with their brokers' or custodians' stock accounts with CCASS operated by HKSCC.

There are risks involved in dealing with the custodians or brokers who hold the Sub-Funds' investments or settle the Sub-Funds' trades. It is possible that, in the event of the insolvency or bankruptcy of a custodian or broker, the Sub-Funds would be delayed or prevented from recovering their assets from the custodian or broker, or its estate, and may have only a general unsecured claim against the custodian or broker for those assets.

Due to the a short settlement cycle for China Connect Securities, the CCASS clearing participant acting as custodian may act upon the exclusive instruction of the selling broker duly instructed by the relevant Subfund's Investment Manager. For such purpose the Depositary may have to waive, at the risk of the Subfund, its settlement instruction right in respect of CCASS clearing participant acting as its custodian in the market.

Accordingly, the selling brokerage and custody services may be provided by one entity, whereas the Subfund may be exposed to risks resulting from potential conflict of interests which will be managed by appropriate internal procedures.

The Sub-Funds' rights and interests in China Connect Securities will be exercised through HKSCC exercising its rights as the nominee holder of the China Connect Securities credited to HKSCC's RMB common stock omnibus account with ChinaClear.

Risk of CCASS Default and ChinaClear Default

Investors should note that China Connect Securities held with relevant brokers' or custodians' accounts with CCASS may be vulnerable in the event of a default, bankruptcy or liquidation of CCASS. In such case, there is a risk that the Sub-Funds may not have any proprietary rights to the assets deposited in the account with CCASS, and/or the Sub-Funds may become unsecured creditors, ranking pari passu with all other unsecured creditors, of CCASS.

Further, the Sub-Funds' assets held with relevant brokers' or custodians' accounts with CCASS may not be as well protected as they would be if it were possible for them to be registered and held solely in the name of the Sub-Funds. In particular, there is a risk that creditors of CCASS may assert that the securities are owned by CCASS and not the Sub-Funds, and that a court would uphold such an assertion, in which case creditors of CCASS could seize assets of the Sub-Funds.

In the event of any settlement default by HKSCC, and a failure by HKSCC to designate securities or sufficient securities in an amount equal to the default such that there is a shortfall of securities to settle any China Connect Securities trades, ChinaClear will deduct the amount of that shortfall from HKSCC's RMB common stock omnibus account with ChinaClear, such that the Sub-Funds may share in any such shortfall.

ChinaClear has established a risk management framework and measures that are approved and supervised by the China Securities Regulatory Commission. Should the remote event of ChinaClear's default occur and ChinaClear be declared as a defaulter, HKSCC's liabilities in Northbound trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against ChinaClear. HKSCC will in good faith, seek recovery of the outstanding stocks and monies from ChinaClear through available legal channels or through ChinaClear's liquidation. In that event, the Sub-Funds may suffer delay in the recovery process or may not be able to fully recover their losses from ChinaClear.

Participation in corporate actions and shareholders' meetings

Following existing market practice in China, investors engaged in trading of China Connect Securities on the Northbound Trading Link will not be able to attend meetings by proxy or in person of the relevant SSE-listed company. The Sub-Funds will not be able to exercise the voting rights of the invested company in the same manner as provided in some developed markets.

In addition, any corporate action in respect of China Connect Securities will be announced by the relevant issuer through the SSE website and certain officially appointed newspapers. However, SSE-listed issuers publish corporate documents in Chinese only, and English translations will not be available.

HKSCC will keep CCASS participants informed of corporate actions of China Connect Securities. Hong Kong and overseas investors (including the Sub-Funds) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of

China Connect Securities may be as short as one business day only. Therefore, the Sub-Funds may not be able to participate in some corporate actions in a timely manner. Further, as multiple proxies are not available in mainland China, the Sub-Funds may not be able to appoint proxies to attend or participate in shareholders' meetings in respect of China Connect Securities. There is no assurance that CCASS participants who participate in the Stock Connect Scheme will provide or arrange for the provision of any voting or other related services.

Short swing profit rule and Disclosure of Interests

Short swing profit rule risk

According to the mainland China securities law, a shareholder holding 5% or more, aggregating its positions with other group companies, of the total issued shares ("Major Shareholder") of a mainland China incorporated company which is listed on a stock exchange in mainland China (a "PRC Listco") has to return any profits obtained from the purchase and sale of shares of such PRC Listco if both transactions occur within a six-month period. In the event that the Company becomes a Major Shareholder of a PRC Listco by investing in China Connect Securities via the Stock Connect Scheme, the profits that the Sub-Funds may derive from such investments may be limited, and thus the performance of the Sub-Funds may be adversely affected depending on the Company's size of investment in China Connect Securities through the Stock Connect Scheme.

Disclosure of Interests Risk

Under the mainland China disclosure of interest requirements, in the event the Company becomes a Major Shareholder of a PRC Listco may be subject to the risk that the Company's holdings may have to be reported in aggregate with the holdings of such other persons mentioned above. This may expose the Company's holdings to the public with an adverse impact on the performance of the Sub-Funds.

Foreign Ownership Limits

Since there are limits on the total shares held by all underlying foreign investors and/or a single foreign investor in one PRC Listco based on thresholds as set out under the mainland China regulations (as amended from time to time), the capacity of the Sub-Funds (being a foreign investor) to make investments in China Connect Securities will be affected by the relevant threshold limits and the activities of all underlying foreign investors.

It will be difficult in practice to monitor the investments of the underlying foreign investors since an investor may make investment through different permitted channels under mainland China laws.

Operational risk

The Stock Connect Scheme is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in the Stock Connect

Scheme subject to meeting certain information technology capability, risk management and other requirements as may be specified by the relevant exchange and/or clearing house.

Further, the "connectivity" in the Stock Connect Scheme requires routing of orders across the border of Hong Kong and mainland China. This requires the development of new information technology systems on the part of SEHK and Exchange Participants (i.e. China Stock Connect System) to be set up by SEHK to which Exchange Participants need to connect). There is no assurance that the systems of SEHK and market participants will function properly or will continue to be adapted to changes and developments in both markets. In the event that the relevant systems fail to function properly, trading in China Connect Securities through the Stock Connect Scheme could be disrupted. The Sub-Funds' ability to access the China A share market (and hence to pursue its investment strategy) may be adversely affected.

Regulatory risk

The Stock Connect Scheme is a new program to the market and will be subject to regulations promulgated by regulatory authorities and implementation rules made by the stock exchanges in mainland China and Hong Kong. Further, new regulations may be promulgated from time to time by the regulators in connection with operations and cross-border legal enforcement in connection with cross-border trades under the Stock Connect Scheme.

No Protection by Investor Compensation Fund

The Sub-Funds' investments through Northbound Trading Link is currently not covered by the Hong Kong's Investor Compensation Fund. Therefore the Sub-Funds are exposed to the risks of default of the broker(s) engaged in their trading in China Connect Securities.

Differences in trading day

The Stock Connect Scheme will only operate on days when both mainland China and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. So it is possible that there are occasions when it is a normal trading day for the mainland China market but investors, including the Sub-Funds, cannot carry out any China Connect Securities trading. The Sub-Funds may be subject to a risk of price fluctuations in China Connect Securities during the time when the Stock Connect Scheme is not trading as a result.

Risks relating to suspension of the mainland China stock markets

Securities exchanges in mainland China typically have the right to suspend or limit trading in any security traded on the relevant exchange. In particular, trading band limits are imposed by the stock exchanges, whereby trading in any China A-shares on the relevant stock exchange may be suspended if the trading price of the security fluctuates beyond the trading band limit. Such a suspension would make any dealing with the existing positions impossible and would potentially expose the Sub-Funds to losses.

Mainland China tax risk

Under Caishui 2014 No. 81 - The Circular on Issues Relating to the Tax Policy of the Pilot Inter-connected Mechanism for Trading on the Shanghai and Hong Kong Stock Markets jointly issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on 14 November 2014, investors investing in China Connect Securities through the Stock Connect Scheme are exempt from income tax on capital gains derived from the sales of China Connect Securities. However, there is no guarantee on how long the exemption will last and there can be no certainty that the trading of China Connect Securities will not attract a liability to such tax in the future. The mainland China tax authorities may in the future issue further guidance in this regard and with potential retrospective effect.

In light of the uncertainty as to how gains or income that may be derived from the Sub-funds' investments in mainland China will be taxed, the Management Company reserves the right to provide for withholding tax on such gains or income and withhold tax for the account of the Sub-funds. Withholding tax may already be withheld at broker/custodian level. Any tax provision, if made, will be reflected in the Net Asset Value of the Sub-funds at the time of debit or release of such provision and thus will impact the Shares at the time of debit or release of such provision.

Investments in India

Direct Investments in India

In addition to the restrictions set out in this Prospectus, direct investments made in India are subject to the relevant Sub-Fund obtaining a certificate of registration as "Foreign Portfolio Investor" ("FPI") (registration as Category II FPI) from a Designated Depository Participant ("DDP") on behalf of the Securities and Exchange Board of India ("SEBI"). In addition the Sub-Fund shall obtain a Permanent Account Number ("PAN") card from the Income Tax Department of India. The FPI Regulations set various limits for investments by FPIs and impose various obligations on the FPIs. All investments made directly in India will be subject to FPI Regulations prevailing at the time of the investment. Investors should note that the registration of the relevant Sub-Fund as a FPI is a condition precedent to any direct investments by this Sub-Fund in the Indian market.

The FPI registration of the Sub-Fund can in particular be suspended or withdrawn by the SEBI in case of non-compliance with the SEBI's requirements, or in case of any acts or omissions in relation to compliance with any Indian regulations, including applicable laws and regulations relating to Anti-Money Laundering and Counter Terrorism Financing. No assurance can be given that the FPI registration will be maintained for the whole duration of the relevant Sub-Fund. Consequently, investors should note that a suspension or a withdrawal of the FPI registration of the Sub-Fund may lead to a deterioration of the performance of the relevant Sub-Fund, which as a consequence, could have a negative impact on the value of the investors' participation depending on the prevailing market conditions at that time.

Investors should also note that the Prevention of Money Laundering Act, 2002 ("PMLA") and the rules framed thereunder in relation to the prevention and control of activities concerning money laundering and confiscation of property derived or involved in money laundering in India

require inter-alia certain entities such as banks, financial institutions and intermediaries dealing in securities (including FPIs) to conduct client identification procedures and to establish the beneficial owner of the assets ("Client ID") and to maintain a record of Client ID and certain kinds of transactions ("Transactions"), such as cash transactions exceeding certain thresholds, suspicious transactions (whether or not made in cash and including credits or debits into or from non-monetary accounts such as security accounts). Accordingly, the FPI regulations have the ability to seek information from the FPI holder on the identity of beneficial owners of the Sub-Fund, hence information regarding investors of the Sub-Fund may be required for disclosure to local supervisory authorities.

As far as permitted under Luxembourg law, information and personal data regarding the investors of the Sub-Fund investing in the Indian market (including but not limited to any documentation submitted as part of the identification procedure prescribed in relation to their investment in the Sub-Fund) may be disclosed to the DDP, resp. to governmental or regulatory authorities in India upon their request. In particular investors shall note that, in order to enable the Sub-Fund to comply with the Indian laws and regulations, any natural person who, whether acting alone or together, or through one or more juridical person, exercises control through ownership or who ultimately has a controlling ownership interest above 25% of the Sub-Fund's assets is required to disclose its identity to the DDP.

Indirect Investments in India

In addition, certain Sub-Funds seek to get exposure to the Indian market by investing indirectly in Indian assets through derivative instruments or structured products. Accordingly, investors shall note that, in line with Indian laws and regulations on anti-money laundering, indirect investments made in India may require to disclose information pertaining to the Sub-Fund, to the investors and beneficial owners of the Sub-Fund to the relevant Indian supervisory authorities through the counterparty to the derivative instrument or structured product.

Therefore, as far as permitted under Luxembourg law, information and personal data regarding the investors of the Sub-Fund investing indirectly in the Indian market (including but not limited to any documentation submitted as part of the identification procedure prescribed in relation to their investment in the Sub-Fund) may be disclosed to the counterparty to the derivative instrument or structured product and to governmental or regulatory authorities in India upon their request. In particular, investors shall note that, in order to enable the Sub-Fund to comply with the Indian laws and regulations, any natural person who, whether acting alone or together, or through one or more juridical persons, exercises control through ownership or who ultimately has a controlling ownership interest above 25% of the Sub-Fund's assets is required to disclose its identity to the relevant counterparty to the derivative instrument or structured product and to the local supervisory authorities.

Currency Risks and Foreign Exchange

Unless otherwise specified in Annex A, the Reference Currency of each Sub-Fund is USD. However, the Investment Managers anticipate that some of the Sub-Funds' investments could be made in countries other than the United States, and consequently a Sub-Fund is expected to make certain investments denominated in currencies other than USD. Changes in the rates of exchange

between the U.S. dollar and other currencies will have an effect, which could be adverse, on the performance of a Sub-Fund, amounts available for distribution by a Sub-Fund and the value of securities distributed by the Sub-Fund. Additionally, a particular foreign country may impose exchange controls, devalue its currency or take other measures relating to its currency which could adversely affect the Sub-Fund. Finally, the Sub-Fund will incur costs in connection with conversions between various currencies.

Although a Sub-Fund may have the ability to hedge currency risk associated with a portion of the investments in the portfolio denominated in currencies other than the U.S. dollar, it may not do so on a regular basis. It may do so in certain circumstances (for example, if a Sub-Fund develops an undesirable concentration in an individual currency), but in such event it is not expected that the full risk of currency fluctuations can be eliminated due to the complexity of the investment characteristics of the portfolio and limitations in the foreign currency market. The success of any such hedging operations will be subject to the Investment Manager's ability to assess correctly the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolio being hedged and the Investment Manager's ability to recalculate, readjust and execute hedges continually in an efficient and timely manner.

The Sub-Funds will conduct their foreign currency exchange transactions in anticipation of funding investment commitments or receiving proceeds upon dispositions. Foreign currency exchange rates (or prices in currencies) can make substantial moves in short periods of time and in unanticipated directions due to a number of factors, including changing supply and demand relationships; fiscal, monetary, and exchange control programs and policies of governments; national and international political and economic events; government trade programs; changes in interest rates and rates of inflation; changes in currency valuations; and psychological fluctuations of the marketplace. In addition, governments from time to time intervene, directly or indirectly, in certain markets often with the intention to influence currency prices. Such rapid movements could have a significant adverse impact on a Sub-Fund.

Counterparty, Settlement and Local intermediary Risk

From time to time, certain securities markets have experienced operational clearance and settlement problems that have resulted in failed trades. These problems could cause a Sub-Fund to miss attractive investment opportunities or result in the Sub-Fund's liability to third parties by virtue of an inability to perform the Sub-Fund's contractual obligation to deliver securities. In addition, delays and inefficiencies of the local postal, transport and banking systems could result in the loss of investment opportunities and the loss of funds (including dividends) and exposure to currency fluctuations. To the extent a Sub-Fund invests in securities, swaps, derivatives or other over-the-counter transactions, in certain circumstances the Sub-Fund may take a credit risk with regard to parties with whom it trades and may also bear the risk of transfer, clearance or settlement default. Transactions entered into directly between two counterparties may expose the parties to the risk of counterparty defaults. Such risks may be exacerbated with respect to foreign securities or transactions with foreign counterparties. It is expected, but in no way assured, that all securities and other assets deposited with custodians or brokers will be clearly identified as being assets of the relevant Sub-Fund and hence the Sub-Fund should not be exposed to credit risk with regard to such parties. Certain of the Sub-Fund's transactions may be undertaken

through local brokers, banks or other organizations in the countries in which the Sub-Fund makes investments, and the Sub-Fund will be subject to the risk of default, insolvency or fraud of such organizations. The collection, transfer and deposit of bearer securities and cash expose the Company to a variety of risks, including theft, loss and destruction. Finally, the Company will be dependent upon the general soundness of the banking systems of countries in which investments will be made.

Accounting Standards; Limited Availability of Information; Due Diligence

Accounting standards in certain countries generally do not correspond to international accounting standards, and national accounting, auditing and financial reporting standards may not yet be in place. The financial information appearing on the financial statements of certain issuers in certain countries may not reflect financial position or results of operations in the way they would be reflected if the financial statements had been prepared in accordance with generally accepted international accounting principles. Shareholders in certain countries may have access to less reliable information than Shareholders in more economically sophisticated countries. In addition, the scope and nature of a particular Sub-Fund's due diligence activities in connection with portfolio investments in certain countries will be more limited than due diligence reviews conducted in more developed economies because reliable information is often unavailable or prohibitively costly to obtain. The lower standards of due diligence and financial controls applicable to investments made in certain countries increases the likelihood of material losses being incurred in relation to such investments.

Environmental Risks

A particular Sub-Fund may face significant environmental liability in connection with its investments in certain countries. The historical lack of environmental regulation in certain countries has led to widespread pollution of air, ground and water resources. The legislative framework for environmental liability has not been fully established or implemented. The extent of the responsibility, if any, for the costs of abating environmental hazards may be unclear when a particular Sub-Fund is considering an investment. Many countries have implemented environmental regulations regarding the impact of the development and operation of certain projects in which a particular Sub-Fund will invest. These regulations provide the governments of these countries with the power to take action against companies for failure to comply with such environmental regulations, including the imposition of fines and the revocation of licenses and concessions.

Restrictions on Investment and Repatriation

Investment in the securities of issuers in certain countries is restricted or controlled to varying degrees. These restrictions or controls may at times limit or preclude investment in issuers in certain countries and increase the costs and expenses of a particular Sub-Fund. Certain countries may restrict investment opportunities in issuers or industries deemed important to national interests. Some countries require governmental approval for the repatriation of investment income, capital or the proceeds of sales of securities by foreign investors. In addition, if there is a deterioration in a country's balance of payments or for other reasons, a country may impose temporary restrictions on, or altogether change its restrictions on, foreign capital remittances

abroad. A Sub-Fund 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—even on a retroactive basis—by countries on interest or dividends paid on financial instruments held by a Sub-Fund or gains from the disposition of such financial instruments.

Inflation

Certain countries have experienced substantial, and in some periods, extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had, and may continue to have, very negative effects on the economies and securities markets (both public and private) of certain countries in which a Sub-Fund may invest. There can be no assurance that high rates of inflation in such countries will not have a material adverse effect on the investments of a Sub-Fund.

Difficulty of Bringing Actions

As the effectiveness of the judicial systems in certain countries in which a particular Sub-Fund may invest varies, the Sub-Fund may have difficulty in successfully pursuing claims in the courts of such countries, as compared to most developed countries. Further, to the extent that a particular Sub-Fund or a portfolio company may obtain a judgment but is required to seek its enforcement in the courts of a particular country in which the relevant Sub-Fund invests, there can be no assurance that such courts will enforce such judgment. The laws of many countries lack the sophistication and consistency found in the most developed countries with respect to bankruptcy, corporate reorganization and creditors' rights. Although certain countries recently have implemented reforms in their bankruptcy regimes, these bankruptcy systems are still largely unproven.

Projections

The Sub-Funds may rely upon projections developed by the Investment Managers concerning the portfolio company's future performance and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of the Investment Manager and the portfolio company. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements, and the occurrence of other unforeseen events could impair the ability of a portfolio company to realize projected values and cash flow.

Accuracy of Public Information

The Investment Managers select investments for the Sub-Funds, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to the Investment Managers by the issuers or through sources other than the issuers. Although the Investment Managers will generally evaluate all such information and data and, when the Investment Managers consider it is appropriate and when it is reasonably available, seek independent corroboration, the Investment Managers are not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available. Investments may not perform as expected if information is inaccurate.

Material Non-Public Information

By reason of their responsibilities in connection with the Sub-Funds and the activities of Other Oaktree Funds, personnel of the Investment Manager may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. The Sub-Funds will not be free to act upon any such information. Due to these restrictions, a Sub-Fund may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Dependence on the Investment Manager

The success of each of the Sub-Funds depends in substantial part on the skill and expertise of the Investment Manager. Shareholders will have no opportunity to control the day-to-day operations of the Sub-Funds, including investment and disposition decisions. There can be no assurance that professionals managing a Sub-Fund will continue to be employed by the Investment Manager throughout the life of such Sub-Fund. There could be adverse consequences to Shareholders in the event that such professionals cease to be available to devote their services to the Investment Manager. The death, disability, or departure of any professional could have a material adverse effect on a Sub-Fund.

Potential Conflicts of Interest

The Investment Managers manages other funds and accounts which present the possibility of overlapping investments, and thus the potential for conflicts of interest. For more detail, please see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds". In addition, there are potential conflicts of interests between the interests of each Sub-Fund and its Shareholders, on the one hand, and the business interests of the Investment Managers, on the other hand.

If any matter arises that either Investment Manager determines in its good faith judgment constitutes an actual conflict of interest, the Investment Manager may take such actions as may be necessary or appropriate to prevent or reduce the conflict. By acquiring Shares, each Shareholder will be deemed to have acknowledged the existence of any such actual or potential conflicts of interest and, to the fullest extent permitted by applicable law, to have waived any claim with respect to any liability arising from the existence of any such conflicts of interest.

Employees, officers and principals of the Investment Managers may conduct other business including any business with respect to securities. Certain of the employees, officers and principals of the Investment Managers (*a*) may acquire substantial investments in certain Other Oaktree Funds, (*b*) may perform the same management services and functions for an Other Oaktree Fund as they perform for the Company and (*c*) may buy or sell securities for their own account, including, to the extent not otherwise prohibited under firm policy, take investment positions different from, or contrary to, those taken by a Sub-Fund. The employees of the Investment Managers are not obligated to devote their full time to the Company, but will devote such time as each Investment Manager, in its sole discretion, deems necessary to carry out the operations of the Company effectively. As a result, conflicts of interest will arise, including in allocating management time, services and functions between the Sub-Funds and the Other Oaktree Funds, including any Other

Oaktree Fund in which the employees, officer or principals of Oaktree may have a greater financial interest.

Side-by-Side Investments and Managed Accounts

The Investment Managers may manage assets for one or more advisory clients through a managed account or similar arrangement employing an investment strategy investing in parallel with, or similar to, the strategy of a Sub-Fund. Such arrangements may afford those clients different terms than Shareholders with respect to liquidity, fees and expenses, subscription rights and the content and frequency of reports. Advisory clients that have been granted additional access to portfolio information or enhanced transparency may be able to make investment decisions, including making additional capital contributions, making withdrawals and entering into hedging transactions designed to offset such client's exposure to investment positions taken by the managed account (which may be the same investment positions taken by a Sub-Fund), based on information and at times not generally available to other investors, including Shareholders. Any such investment decisions made by these advisory clients on the basis of such information, including any substantial withdrawals or redemptions, could adversely affect the market value of a Sub-Fund's portfolio and therefore the value of the Shares.

Existing Relationships

The Investment Managers each have long-term relationships with a significant number of companies and their respective senior management. The Investment Managers also have relationships with numerous investors, including Institutional Investors and their senior management. The existence and development of these relationships may influence whether or not an Investment Manager undertakes a particular investment on behalf of a Sub-Fund and, if so, the form and level of such investment. Similarly, the Investment Managers may take the existence and development of such relationships into consideration in their management of a Sub-Fund and its investments. Without limiting the generality of the foregoing, there may, for example, be certain strategies involving the management or realization of particular investments that an Investment Manager will not employ on behalf of a Sub-Fund in light of these relationships.

Diverse Investor Group

Shareholders may have conflicting investment, tax, and other interests with respect to their investments in a Sub-Fund. In selecting and structuring investments appropriate for a Sub-Fund, the Investment Manager will consider the investment and tax objectives of such Sub-Fund and its Shareholders as a whole, not the investment, tax or other objectives of any investor individually.

Tax Matters

A Sub-Fund may be subject to withholding, capital gains or other taxes on income and/or gains arising from its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by that Sub-Fund is incorporated, established or resident for tax purposes. A Sub-Fund may also incur or bear transaction or other similar taxes in respect of the actual or notional amount of any acquisition, disposal or transaction relating to its investment portfolio, including without limitation taxes imposed by the jurisdiction in which the issuer of securities held by that Sub-Fund or the counterparty to a transaction involving that Sub-

Fund is incorporated, established or resident for tax purposes. Where a Sub-Fund invests in securities or enters into transactions that are not subject to withholding, capital gains, transaction or other taxes at the time of acquisition, there can be no assurance that tax may not be withheld or imposed in the future as a result of any change in applicable laws, treaties, rules or regulations or the interpretation thereof. The relevant Sub-Fund may not be able to recover such tax and so any change could have an adverse effect on the Net Asset Value of each Sub-Fund.

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

Third Party Litigation

A Sub-Fund's investment activities subject it to the risks of becoming involved in litigation by third parties. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would be borne by the Sub-Fund, and would reduce net assets. Each of the Investment Managers and others are entitled to be indemnified by the Company in connection with such litigation, subject to certain limitations.

Risks of Non-Controlling Investments

The Sub-Funds are not expected to make investments that result in control of, or significant influence over a company. As a result, the Sub-Fund may have a more limited ability to protect their investment in portfolio companies than if it held a controlling interest or position of significant influence.

Debt Securities

To the extent that the investments made by any particular Sub-Fund consist of fixed and floating rate debt securities, those investments will entail normal credit risks (*i.e.*, the risk of non-payment of interest and principal) and market risks (*i.e.*, the risk that interest rates and other factors will cause the value of the instrument to decline). Fluctuations in the market value of fixed and floating rate debt securities after their acquisition usually do not affect cash income from such securities but are reflected in the relevant Sub-Fund's Net Asset Value. Such securities may be subject to redemption at the option of the issuer. If a fixed or floating rate debt security held by a particular Sub-Fund is called for redemption, the relevant Sub-fund may be required to permit the issuer to redeem the security, which could have an adverse effect on the relevant Sub-fund's ability to achieve its investment objectives.

Unsecured Securities and Collateral Impairment

In the event of a default by an issuer, a Sub-Fund might not receive payments to which it is entitled and thereby could experience a decline in the value of its investment in the issuer. If a Sub-Fund invests in debt securities that are not secured by collateral, in the event of such default

the Sub-Fund will have only an unsecured claim against the issuer. In the case of loans that are secured by collateral, while the Investment Managers generally expect the value of the collateral to be greater than the value of such secured loans, the value of the collateral may actually be equal to or less than the value of such loans or may decline below the outstanding amount of such loans subsequent to the Sub-Fund's investment. The ability of the Sub-Fund to have access to the collateral may be limited by bankruptcy and other insolvency laws. Under certain circumstances, the collateral may be released with the consent of the relevant agent / trustee and lenders. There is no assurance that the liquidation of the collateral securing a loan would satisfy the issuer's obligation in the event of nonpayment of scheduled interest or principal, or that the collateral could be readily liquidated. As a result, the Sub-Fund might not receive full payment on a secured loan investment to which it is entitled and thereby may experience a decline in the value of, or a loss on, the investment.

LIBOR Risks

Some of the securities purchased by a Sub-Fund will pay interest based on LIBOR. As a result, a significant decline in LIBOR could negatively impact the expected return on the relevant Sub-Fund's portfolio. While it may be intended that a Sub-Fund pays lower prices for securities with LIBOR interest rates (ignoring those with LIBOR floors), there can be no guarantee that such prices will offset losses in current income.

Lower-Rated Securities

To the extent that any particular Sub-Fund has been designed or is able to invest in securities that are rated in the lower rating categories by the various credit rating agencies or are not rated, the Investment Manager for the applicable Sub-Fund must take into account the special nature of such securities and certain special considerations in assessing the risks associated with such investments. Securities in the lower-rated and non-rated categories are subject to greater risk of loss of principal and interest than higher-rated securities and generally are considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. As a general matter, they are also considered to be subject to greater risk than securities with higher ratings in the case of deterioration of general economic conditions. Because investors perceive that there are greater risks associated with the lower-rated and non-rated securities, the yields and prices of such securities may be more volatile than those applicable to higher-rated securities. The market for lower-rated and non-rated securities is thinner, often less liquid, and less active than that for higher-rated securities, which can adversely affect the prices at which these securities can be sold and may even make it impractical to sell such securities. The limited liquidity of the market also may adversely affect the ability of the Investment Manager to arrive at a fair value for certain lower-rated and non-rated securities at certain times and could make it difficult for the Sub-Fund to sell certain securities. It should be recognized that an economic downturn or increase in interest rates is likely to have a negative effect on the value of non-investment grade securities held by the Sub-Fund as well as on the ability of the securities' issuers, especially highly leveraged issuers, to service principal and interest payment obligations to meet their projected business goals or to obtain additional financing. If the issuer of a fixed or floating rate debt security owned by the Sub-Fund defaults, the Sub-Fund may incur additional expenses to seek recovery, which may involve the expense and uncertainty of insolvency proceedings, and it cannot be guaranteed that the Sub-Fund will be

successful in obtaining any recovery or that the expenses involved will not exceed the eventual recovery.

High Yield Bonds

Investments in high-yield bonds (debt instruments issued by issuers with lower credit ratings and offering a comparatively high yield) are deemed to be speculative in so far as their possible higher return will entail increased issuer and market risks. Compared with top-rated debt instruments, the risk of an issuer being unable to meet payments on the principal and/or interest is higher. Some issuers of high-yield bonds may have an unfavorable debt-to-equity ratio, and may have been compelled to resort to the high-yield bond market because they do not have access to other sources for financing their activities. The markets for high-yield bonds tend to be less liquid and more volatile than the markets for top-rated debt instruments, owing to a lower trading volume and, as a rule, a smaller number of market participants. The prices of high-yield bonds are generally speaking more sensitive to the perception of the business situation of their issuer and to the general economic developments than top-rated bonds. If a Sub-Fund is required (*e.g.* owing to substantial redemptions occurring on the part of holders of Shares in such Sub-Fund) to realize investments in an environment of falling prices, sales of investments at unfavorable terms may ensue. The terms of issue of high-yield bonds often contain provisions allowing for a repayment at the option of the issuer prior to maturity. If such repayment occurs in a period of falling interest rates, such early repayment may have an adverse effect on a Sub-Fund's net assets.

Leverage of Issuers

The issuers of securities in which a Sub-Fund may invest are likely to be highly leveraged. As such, a borrower's leverage may adversely impact the relevant Sub-Fund in a number of ways, such as creating a greater possibility of default or bankruptcy of the issuer. Such investments are inherently more sensitive to declines in revenues and to increases in expenses and interest rates. The leveraged capital structure of such investments will increase the exposure of the portfolio companies to adverse economic factors such as downturns in the economy or deterioration in the condition of the portfolio company or its industry. Furthermore, the securities acquired by a Sub-Fund may be the most junior in what will typically be a complex capital structure, and thus subject to the greatest risk of loss. It is also possible that the pledging of collateral (if any) to secure the securities could be found to constitute a fraudulent conveyance or preferential transfer which would be nullified or subordinated to the rights of other creditors of the issuer under applicable law.

Nature of Bankruptcy Proceedings

A Sub-Fund may make investments that could require substantial workout negotiations or restructuring in the event of a default or bankruptcy. There are a number of significant risks when investing in companies involved in bankruptcy proceedings, including the following: First, many events in a bankruptcy are the product of contested matters and adversary proceedings that are beyond the control of the creditors. Second, a bankruptcy filing may have adverse and permanent effects on a company. For instance, the company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Further, if the

proceeding is converted to a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor's return on investment can be impacted adversely by delays while the plan of reorganization is being negotiated, approved by the creditors and confirmed by the bankruptcy court, and until it ultimately becomes effective. Fourth, certain claims, such as claims for taxes, wages and certain trade claims, may have priority by law over the claims of certain creditors. Fifth, the administrative costs in connection with a bankruptcy proceeding are frequently high and will be paid out of the debtor's estate prior to any return to creditors. Sixth, creditors can lose their ranking and priority in a variety of circumstances, including if they exercise "domination and control" over a debtor and other creditors can demonstrate that they have been harmed by such actions. Seventh, a Sub-Fund may seek representation on creditors' committees and as a member of a creditors' committee it may owe certain obligations generally to all creditors similarly situated that the committee represents and it may be subject to various trading or confidentiality restrictions. If an Investment Manager concludes that a Sub-Fund's membership on a creditors' committee entails obligations or restrictions that conflict with the duties it owes to the Shareholders in the Sub-Funds, or that otherwise outweigh the advantages of such membership, such Sub-Fund will not seek membership in, or will resign from, that committee. Because a Sub-Fund will indemnify the Investment Managers, or any other person serving on a committee on behalf of such Sub-Fund for claims arising from breaches of those obligations, indemnification payments could adversely affect the return on such Sub-Fund's investment in a company undergoing a reorganization.

EU Bank Recovery and Resolution Directive

Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (the "BRRD") was published in the Official Journal of the European Union on June 12, 2014 and entered into force on July 2, 2014. The stated aim of the BRRD is to provide resolution authorities, including the relevant Luxembourg resolution authority, with common tools and powers to address banking crises pre-emptively in order to safeguard financial stability and minimize taxpayers' exposure to losses.

In accordance with the BRRD and relevant implementing laws, national prudential supervisory authorities can assert certain powers over credit institutions and certain investment firms which are failing or are likely to fail and where normal insolvency would cause financial instability. These powers comprise write-down, conversion, transfer, modification, or suspension powers existing from time to time under, and exercised in compliance with any laws, regulations, rules or requirements in effect in the relevant EU Member State relating to the implementation of BRRD (the "Bank Resolution Tools").

The use of any such Bank Resolution Tools may affect or restrain the ability of counterparties subject to BRRD to honour their obligations towards the Sub-funds, thereby exposing the Sub-funds to potential losses.

The exercise of Bank Resolution Tools against investors of a Sub-fund may also lead to the mandatory sale of part of the assets of these investors, including their shares/units in that Sub-fund. Accordingly, there is a risk that a Sub-fund may experience reduced or even insufficient liquidity

because of such an unusually high volume of redemption requests. In such case the Fund may not be able to pay redemption proceeds within the time period stated in this Prospectus.

Furthermore, exercising certain Bank Resolution Tools in respect of a particular type of securities may, under certain circumstances, trigger a drying-up of liquidity in specific securities markets, thereby causing potential liquidity problems for the Sub-funds.

Debt Ratings

Ratings assigned by Moody's and/or S&P to securities acquired by a particular Sub-Fund reflect only the views of those agencies. Explanations of the significance of ratings should be obtained from Moody's and S&P. No assurance can be given that ratings assigned will not be withdrawn or revised downward if, in the view of Moody's or S&P, circumstances so warrant.

Obligations of Good Faith to the Borrower

In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "**lender liability**"). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in the creation of a fiduciary duty owed to the borrower or its other creditors. The Company may be subject to potential allegations of lender liability. In addition, courts have in some cases applied the doctrine of equitable subordination to subordinate the claim of a lending institution against a borrower to claims of other creditors of the borrower when the lending institution is found to have engaged in unfair, inequitable or fraudulent conduct.

Issuer's Representations

A concern in investments in debt securities is the possibility of material misrepresentation or omission on the part of the issuer. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying such securities or may adversely affect the ability of a Sub-Fund to perfect or effectuate a lien on the collateral securing the loan. The Sub-Fund will rely upon the accuracy and completeness of representations made by issuers and their agents to the extent reasonable when it makes its investments, but cannot guarantee such accuracy or completeness.

Equity Securities

All equity investments involve market and other risks. In addition, to the extent that a Sub-Fund invests in equity securities, the relevant Sub-Fund may have higher levels of risk and volatility compared to other investment strategies. A primary risk is that the value of the equity securities they hold may decrease in response to the activities of an individual company or in response to general market, business and economic conditions. If this occurs, the Sub-Funds' Share price will also decrease.

Options

Some Sub-Funds may purchase or sell options. The successful use of options depends principally on the price movements of the underlying securities. The purchase or sale of an option involves the payment or receipt of a premium payment by the investor and the corresponding right or obligation, as the case may be, either to purchase or to sell the underlying security or other instrument for a specific price at a certain time or during a certain period. Purchasing options involves the risk that the price of the underlying instrument does not change in the manner expected, so that the option expires worthless and the investor loses its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying security in excess of the premium payment received.

If permitted, the relevant Sub-Fund may purchase and sell exchange-traded options on individual securities and securities indices. Although the central purpose of any exchange is to provide continuously liquid markets in which holders and sellers of options can close out their positions at any time prior to expiration (by making offsetting sales or purchases), there can be no guarantee that there will be at all times a liquid market for all options. A market could become unavailable if one or more exchanges were to stop trading options on that stock. In addition, a market could become temporarily unavailable if unusual events (*e.g.* volume exceeds clearing capability) were to interrupt normal exchange operations. If an options market were to become illiquid or otherwise unavailable, an option holder would be able to realize profits or to limit losses only by exercising the option and an options seller or writer would remain obligated until it is assigned, exercised or until the option expires.

If trading is interrupted in an underlying stock, the trading of options on that stock usually is halted as well. When that happens, holders and writers of options will be unable to close out their positions until options trading resumes, and they may be faced with considerable losses if the stock reopens at a substantially different price. Even if options' trading is halted, holders of options generally will be able to exercise them. However, if trading also has been halted in the underlying stock, option holders face the risk of exercising options without knowing the stock's current market value. If exercises do occur when trading of the underlying stock is halted, the party required to deliver the underlying stock may be unable to obtain it, which may necessitate a postponed settlement and/or the fixing of cash settlement prices.

When-issued, When, As and If Issued, Delayed Delivery Securities and Forward Commitments

Securities purchased or sold by a particular Sub-Fund on a when-issued, "when, as and if issued," delayed delivery or forward commitment basis are subject to market fluctuation, and no interest or dividends accrue to the purchaser prior to the settlement date. At the time of delivery of the securities, the value may be more or less than the purchase or sale price. In the case of "when, as and if issued" securities, the relevant Sub-Fund could lose an investment opportunity if the securities are not issued. An increase in the percentage of a particular Sub-Fund's assets committed to the purchase of securities on a when-issued, "when, as and if issued," delayed delivery or forward commitment basis may increase the volatility of the relevant Sub-Fund's Net Asset Value.

Forward Trading

Certain Sub-Funds may enter into forward contracts and options thereon that are not traded on exchanges and are not standardized. Banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. 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 commodities 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 due to unusually high trading volume, political intervention or other factors. Market illiquidity or disruption could result in significant losses to a particular Sub-Fund.

Repurchase Agreements

Repurchase Agreement risks are related primarily to the ability of the selling financial institutions to repurchase the underlying securities and the fluctuation in the market value of these securities. Although Repurchase Agreements executed by a particular Sub-Fund normally will have terms of seven days or less, some such Repurchase Agreements could have longer terms. In the event of a default or bankruptcy by a selling financial institution under a repurchase agreement, the relevant Sub-Fund will seek to sell the underlying security serving as collateral. However, this could involve certain costs or delays, and, to the extent that proceeds from any sale were less than the repurchase price, the relevant Sub-Fund could suffer a loss. Each Sub-Fund that enters into Repurchase Agreements will follow procedures designed to minimize the risks associated with Repurchase Agreements, including effecting repurchase transactions only with large, well-capitalized and well-established financial institutions and specifying the required value of the collateral underlying the agreement. These procedures cannot, however, provide complete protection against counterparty defaults.

Lending of Portfolio Securities

In the lending of portfolio securities, as with any extension of credit, there are risks of delay in recovery and in some cases even loss of rights in the collateral if the borrower of the securities fails financially. These risks are aggravated where the borrower is a foreign entity

OAKTREE PROFESSIONALS

Oaktree employs more than 350 investment, legal and compliance professionals who are supported by over 400 administrative and marketing professionals. The Oaktree specialists invest in less efficient markets and alternative investments, specifically concentrating their efforts in distressed debt, high yield bonds, convertible securities, senior loans, corporate control (including power opportunities), real estate, emerging market equities, and mezzanine finance, all of which capabilities complement and leverage off each other.

Oaktree's principal offices are located in the United States at 333 South Grand Avenue, 28th Floor, Los Angeles, California 90071 (telephone: 213-830-6300). Please visit www.oaktreecapital.com for the biographies of Oaktree professionals.

Directors of the Company

John Edwards
Managing Director

Mr. Edwards joined Oaktree in 1995, following more than six years with KPMG Peat Marwick's Los Angeles office, most recently serving as a senior audit manager in the Financial Services Group. Mr. Edwards received a B.S. degree in accounting and business administration from California Polytechnic State University. He is a Certified Public Accountant (inactive).

Dominic Keenan
Managing Director and Europe Regional Counsel
Oaktree Capital Management (UK) LLP

Mr. Keenan joined Oaktree in 2009, after having previously worked as legal counsel at fund manager, Novator Partners LLP, and UK broker, WH Ireland. From 2001 to 2006, he worked in the corporate finance department of Charles Russell LLP. Mr. Keenan received an M.A. in Latin from Edinburgh University. He qualified as a solicitor in England and Wales in 2001.

Tom Ware
Managing Director, Compliance Officer, Europe
Oaktree Capital Management (UK) LLP

Mr. Ware serves as Oaktree's Compliance Officer and Money Laundering Reporting Officer (MLRO) for the EMEA region. Prior to joining Oaktree in 2008, he was the Head of Institutional & Retail Compliance at Cazenove Capital Management Ltd., where he was responsible for all compliance issues concerning the investment teams, Institutional & Charities, Marketing and Operations. Prior to that, Mr. Ware spent eight years in Compliance at Henderson Global Investors Ltd., the latter five years of which were spent in Asset Management Compliance. Mr. Ware received a B.A. degree with joint honours in politics and history from the University of East Anglia.

Martin Fahr
Senior Vice President
Oaktree Capital Management (UK) LLP

Prior to joining Oaktree in 2014, Mr. Fahr served as the head of Investment Fund Onboarding for the Luxembourg, Switzerland and Liechtenstein regions at Credit Suisse AG Zurich. Prior to that, he worked at Clariden Leu AG as the co-head of project management and new business within their Corporate Development team. Before joining Clariden Leu, he was responsible for the institutional product management for Deutsche Asset Management in Switzerland for three

years. Mr. Fahr began his career at PricewaterhouseCoopers as a senior consultant. Mr. Fahr holds a degree in finance banking from the Cooperative University of Heidenheim. He is fluent in German.

Oaktree Senior Management

Howard Marks, CFA
Co-Chairman

Since the formation of Oaktree in 1995, Mr. Marks has been responsible for ensuring the firm's adherence to its core investment philosophy; communicating closely with clients concerning products and strategies; and contributing his experience to big-picture decisions relating to investments and corporate direction. From 1985 until 1995, Mr. Marks led the groups at The TCW Group, Inc. that were responsible for investments in distressed debt, high yield bonds, and convertible securities. He was also Chief Investment Officer for Domestic Fixed Income at TCW. Previously, Mr. Marks was with Citicorp Investment Management for 16 years, where from 1978 to 1985 he was Vice President and senior portfolio manager in charge of convertible and high yield securities. Between 1969 and 1978, he was an equity research analyst and, subsequently, Citicorp's Director of Research. Mr. Marks holds a B.S.Ec. degree *cum laude* from the Wharton School of the University of Pennsylvania with a major in finance and an M.B.A. in accounting and marketing from the Booth School of Business of the University of Chicago, where he received the George Hay Brown Prize. He is a CFA® charterholder. Mr. Marks is a member of the Investment Committees of the Metropolitan Museum of Art and the Edmond J. Safra Foundation; a Trustee of the Metropolitan Museum; Chairman of the Board of Trustees of the Royal Drawing School; and an Emeritus Trustee of the University of Pennsylvania (where from 2000 to 2010 he chaired the Investment Board).

Bruce Karsh
Co-Chairman and Chief Investment Officer

Mr. Karsh is Oaktree's Co-Chairman and one of the firm's co-founders. He also is Chief Investment Officer and serves as portfolio manager for Oaktree's Distressed Opportunities, Value Opportunities and Multi-Strategy Credit strategies. Prior to co-founding Oaktree, Mr. Karsh was a managing director of TCW Asset Management Company, and the portfolio manager of the Special Credits Funds from 1988 until 1995. Prior to joining TCW, Mr. Karsh worked as Assistant to the Chairman of SunAmerica, Inc. Prior to that, he was an attorney with the law firm of O'Melveny & Myers. Before working at O'Melveny & Myers, Mr. Karsh clerked for the Honorable Anthony M. Kennedy, then of the U.S. Court of Appeals for the Ninth Circuit and presently Associate Justice of the U.S. Supreme Court. Mr. Karsh holds an A.B. degree in economics *summa cum laude* from Duke University, where he was elected to Phi Beta Kappa. He went on to earn a J.D. from the University of Virginia School of Law, where he served as Notes Editor of the *Virginia Law Review* and was a member of the Order of the Coif. Mr. Karsh is Chairman of the Board of Tribune Media Company and serves on the boards of a number of privately held companies. He is a member of the investment committee of the Broad Foundations. Mr. Karsh is Trustee Emeritus of Duke University, having served as Trustee from 2003 to 2015, and as Chairman of the Board of DUMAC, LLC, the entity that managed Duke's endowment, from 2005 to 2014.

Jay Wintrob
Chief Executive Officer

Mr. Wintrob is Oaktree's Chief Executive Officer and has served as a member of the Board of Directors since 2011. Prior to joining the firm as Chief Executive Officer, he was President and Chief Executive Officer of AIG Life and Retirement, the U.S.-based life and retirement services segment of American International Group, Inc., from 2009 to 2014. Following AIG's acquisition of SunAmerica in 1998, Mr. Wintrob was Vice Chairman and Chief Operating Officer of AIG Retirement Services, Inc. from 1998 to 2001, and President and Chief Executive Officer from 2001 to 2009. Mr. Wintrob began his career in financial services in 1987 as Assistant to the Chairman of SunAmerica Inc., and then went on to serve in several other executive positions, including President of SunAmerica Investments, Inc. overseeing the company's invested asset portfolio. Prior to joining SunAmerica, Mr. Wintrob was with the law firm of O'Melveny & Myers. He received his B.A. and J.D. from the University of California, Berkeley. Mr. Wintrob is a board member of several non-profit organizations, including The Broad Foundations, the Doheny Eye Institute, The Los Angeles Music Center and the Skirball Cultural Center.

John Frank
Vice Chairman

Mr. Frank is Oaktree's Vice Chairman and works closely with Howard Marks, Bruce Karsh and Jay Wintrob in managing the firm. Mr. Frank joined in 2001 as General Counsel and was named Oaktree's Managing Principal in early 2006, a position which he held for about nine years. As Managing Principal, Mr. Frank was the firm's principal executive officer and responsible for all aspects of the firm's management. Prior to joining Oaktree, Mr. Frank was a partner of the Los Angeles law firm of Munger, Tolles & Olson LLP. While at that firm, he handled a number of notable merger and acquisition transactions and served as primary outside counsel to a number of public and privately held corporations; and as special counsel to various boards of directors and special board committees. Prior to joining Munger Tolles in 1984, Mr. Frank served as a law clerk to the Honorable Frank M. Coffin of the United States Court of Appeals for the First Circuit. Prior to attending law school, Mr. Frank served as a Legislative Assistant to the Honorable Robert F. Drinan, Member of Congress. Mr. Frank holds a B.A. degree with honors in history from Wesleyan University and a J.D. *magna cum laude* from the University of Michigan Law School, where he was Managing Editor of the *Michigan Law Review* and a member of the Order of the Coif. He is a member of the State Bar of California and, while in private practice, was listed in Woodward & White's *Best Lawyers in America*. Mr. Frank is a Trustee of Wesleyan University, Polytechnic School, Good Samaritan Hospital of Los Angeles and the XPRIZE Foundation.

Todd Molz
General Counsel and Chief Administrative Officer

Mr. Molz serves as Oaktree's General Counsel and Chief Administrative Officer. He oversees the Compliance, Internal Audit and Administration functions and all aspects of our legal activities, including fund formation, acquisitions and other special projects. Prior to joining the firm in 2006, Mr. Molz was a Partner of the Los Angeles law firm of Munger, Tolles & Olson

LLP, where his practice focused on tax and structuring aspects of complex and novel business transactions. Prior to joining Munger Tolles, Mr. Molz served as a law clerk to the Honorable Alfred T. Goodwin of the United States Court of Appeals for the Ninth Circuit. Mr. Molz received a B.A. degree in political science *cum laude* from Middlebury College and a J.D. degree with honors from the University of Chicago. While at Chicago, Mr. Molz served on the Law Review, received the John M. Olin Student Fellowship and was a member of the Order of the Coif. Mr. Molz serves on the Board of Trustees of the Children's Hospital of Los Angeles.

Dan Levin
Managing Director and Chief Financial Officer

Mr. Levin is the Chief Financial Officer for Oaktree. He was previously Head of Corporate Finance and Chief Product Officer and a senior member of the corporate development group. Prior to joining Oaktree in 2011, Mr. Levin was a vice president in the Investment Banking division at Goldman, Sachs & Co., focusing on asset management firms and other financial institutions. His previous experience includes capital raising and mergers and acquisitions roles at Technoserve and Robertson Stephens, Inc. Mr. Levin received an M.B.A. with honors in finance from the Wharton School of the University of Pennsylvania and a B.A. degree with honors in economics and mathematics from Columbia University.

Rodney Vencatachellum
Managing Director and Chief Compliance Officer

Mr. Vencatachellum is a managing director and the Chief Compliance Officer at Oaktree. He manages over 30 compliance professionals in the United States, Europe and Asia, and is an active member of various corporate governance committees of the firm. Mr. Vencatachellum joined Oaktree in 2011 and has over 20 years of compliance experience at a number of financial institutions, primarily in senior or executive compliance roles. Previously, he was at Goldman Sachs International as an Executive Director in the Securities Division Compliance group with responsibility for coverage of the Institutional Equity Sales and Trading business. Prior thereto, Mr. Vencatachellum was at KBC Financial Products Group as a Director of Compliance and at Deutsche Bank AG as a Director in the Global Equities Compliance group with responsibility for equity derivatives compliance coverage. He was also a compliance officer at Banque National de Paris Group. Mr. Vencatachellum received a B.A. degree in business studies with honors from Kingston University.

PERSONAL DATA, PROCESSING AND DISCLOSURE

Certain personal data of investors (including, but not limited to, the name, address and invested amount of each investor) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Management Company, the Depositary, the Central Administration and the financial intermediaries of the investors. In particular, such data may be processed for the purposes of performing operational, risk management or supervision functions, complying with any threshold reporting obligations or with any applicable laws and regulations, including but not limited to any anti-money laundering and counter terrorism financing regulations, but also for the purpose of account identification and distribution fee administration, maintaining the register of shareholders, processing subscription, redemption and conversion orders and payments of

dividends to investors and to provide any other client-related services or services to the Company.

The Management Company may sub-contract to a service provider (the Processor), such as the Central Administration, the processing of personal data. The Management Company, the Central Administration and the financial intermediaries may also transfer such personal data to affiliates and third parties which intervene in the process of the business relationship or where the transfer is necessary for the abovementioned purposes, being understood that those affiliates and third parties may be located within or outside of the European Union. Investors must also be aware that telephone conversations with the Management Company, the Depositary and the Central Administration may be recorded. Recordings will be conducted in compliance with applicable laws and regulations. Recordings may be produced in court or other legal proceedings with the same value in evidence as a written document.

Each investor whose personal data has been processed has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

By subscribing to the Shares, each investor consents to such processing of his/her/its personal data. This consent is formalised in writing in the application form used by the Central Administration.

BROKERAGE AND PORTFOLIO TRANSACTIONS

The Investment Managers are responsible for the placement of the Sub-Funds' portfolio transactions and the negotiation of prices and commissions, if any, with respect to such transactions. Fixed income and unlisted equity securities are generally purchased from a primary market maker acting as principal on a net basis without a stated commission but at prices generally reflecting a dealer spread. Listed equity securities are normally purchased through brokers in transactions executed on securities exchanges involving negotiated commissions. Both fixed income and equity securities are also purchased in underwritten offerings at fixed prices which include discounts to underwriters or concessions to dealers.

The Investment Managers' objective in selecting brokers and dealers and in effecting portfolio transactions is to seek to obtain the best combination of price and execution on transactions effected for the relevant Sub-Fund. The best net price, giving effect to brokerage commissions, spreads and other costs, is normally an important factor in this decision, but a number of other judgmental factors will be considered to the extent they are deemed relevant. These factors include the Investment Managers' knowledge of negotiated commission rates and spreads currently available; the nature of the security or instrument being traded; the size and type of the transaction; the nature and character of the markets for the security or instrument to be purchased or sold; the desired timing of the trade; the activity existing and expected in the market for the particular security or instrument; confidentiality; the execution, clearance, and settlement capabilities, as well as the reputation and perceived soundness of the broker or dealer selected and other brokers or dealers considered; the Investment Managers' knowledge of actual or apparent operational problems of any broker or dealer; the broker's or dealer's execution

services rendered on a continuing basis and in other transactions; the reasonableness of spreads or commissions; and the research services and products furnished by the broker or dealer, if any.

In seeking to obtain best execution, the Investment Manager generally will not seek in advance competitive bidding for the most favorable commission rate or spread applicable to any particular portfolio transaction or to select any broker or dealer on the basis of its purported or "posted" commission rate. The Investment Manager will endeavor to be aware of the current level of the charges of eligible brokers or dealers and to minimize the expense incurred for effecting portfolio transactions to the extent consistent with the interests and policies of its accounts. Although the Investment Manager generally seeks competitive commission rates and dealer spreads, it will not necessarily pay the lowest commission or commission equivalent. Transactions may involve specialized services on the part of the broker or dealer involved and would thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services.

Consistent with obtaining best execution, brokerage commissions (including dealer spreads paid on certain principal transactions in accordance with SEC interpretations) on the Sub-Fund's portfolio transactions may be directed by the Investment Manager to a broker or dealer in recognition of research services furnished by the broker or dealer or a designated third party, as well as for services rendered in such execution of orders by such broker or dealer. The Investment Manager may maintain an internal allocation procedure to identify those broker-dealers who have provided it with research services and may endeavor to place sufficient transactions with them to ensure the continued receipt of research services the Investment Manager believes are useful to the Sub-Fund. In considering such research, the Investment Manager first determines that the product or service will provide lawful and appropriate assistance in the performance of its investment decision-making responsibilities. A determination is then made that the amount of commissions paid is reasonable in light of the value of the brokerage and research services provided. The Investment Manager does not attempt to put a specific monetary value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research received is, in the aggregate, of assistance to the Investment Manager in fulfilling its overall duty to its clients. The Investment Manager notes that each and every research service may not be used to service each and every account managed by the Investment Manager and the Investment Manager may use research services to service accounts that did not pay commissions to the broker-dealers providing such research services. Moreover, the Investment Manager may benefit from these services as it may not have to pay for such research services and products out of its own resources.

The receipt of investment research and information and related services permits the Investment Manager to supplement its own research and analysis and makes available to the Investment Manager the views and information of individuals and research staffs of other firms. The views and information include written materials on certain companies, industries, areas of the economy or market factors and other areas which might affect the economy or securities prices. Research services may also include statistical information, accounting and tax law interpretations that relate to an investment, political developments that may affect investments in the markets in which the Sub-Funds invest, legal developments affecting portfolio securities, technical market actions, pricing and appraisal services, credit risk measurement and performance analysis, analysis of corporation responsibility issues, portfolio strategy and analytic computer software.

They also include advice from broker-dealers as to the value of securities, availability of securities, availability of buyers and availability of sellers. In addition, they include recommendations as to the purchase and sale of individual securities and timing of transactions.

These research services may be received through on-line information services provided by the broker or dealer or a designated third party. Due to the receipt of various research materials through on-line services, products may include software used in connection with gaining access to the information and may be considered a mixed-use item, having both research and non-research functions. When products or services, including on-line services, are used for both research and other purposes, the Investment Manager makes a good faith allocation of the cost of the product or services between the research and non-research functions. The non-research portion will be paid in cash by the Investment Manager, while the portion attributable to research will be paid through brokerage commissions. Brokers or dealers selected by the Investment Manager may be paid commissions for effecting transactions for the Sub-Fund(s) in excess of the amounts other brokers or dealers would have charged for effecting these transactions if the Investment Manager determines in good faith that such amounts are reasonable in relation to the value of the brokerage or research services provided by such brokers or dealers, viewed either in terms of a particular transaction or the Investment Manager's overall duty to its discretionary accounts.

ANNEX A

DETAILS OF EACH SUB-FUND

- Oaktree (Lux.) Funds - Oaktree Global High Yield Bond Fund;
- Oaktree (Lux.) Funds - Oaktree North American High Yield Bond Fund;
- Oaktree (Lux.) Funds - Oaktree European High Yield Bond Fund;
- Oaktree (Lux.) Funds - Oaktree Global Convertible Bond Fund;
- Oaktree (Lux.) Funds - Oaktree Non-U.S. Convertible Bond Fund; and
- Oaktree (Lux.) Funds - Oaktree Emerging Markets Equity Fund.

PROVISIONS APPLICABLE TO OAKTREE GLOBAL HIGH YIELD BOND FUND
(FOR THE PURPOSE OF THIS SECTION THE "SUB-FUND")

Investment Objective and Principles

The investment objective of the Sub-Fund is to generate high risk-adjusted returns by investing primarily in corporate high yield bonds, emphasizing issuers in North America and Europe.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) Fixed and floating rate debt instruments or obligations, with a focus on high yield bonds.

(2) Equity securities or equity instruments.

(3) Cash and cash equivalents as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(2) Covered call options and put options on the underlying securities of the Sub-Fund.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants and stock rights.

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not purchase debt securities or obligations rated Caa1 or below by Moody's and CCC+ or below by S&P, or purchase comparable non-rated debt securities or obligations, if immediately after and as a result of such purchase more than 35% of its NAV would be invested in such debt securities or obligations.

(2) will not invest in the securities of any one issuer if immediately after and as a result of such purchase more than 3% of its NAV would be invested in the securities of such issuer; provided that this restriction shall not apply to Government Securities.

(3) will not invest greater than 20% of its NAV in securities of issuers primarily engaged in one industry (except Government Securities, Short-term Investments and Repurchase Agreements).

(4) will not invest in equity securities or equity instruments unless such security or instrument satisfies one or more of the following:

(a) is a convertible security, if, in the judgment of the Investment Manager, most of its value is attributable to its yield and other debt features;

(b) is received upon conversion of a convertible security or upon exercise of a warrant or option that is part of any such investment unit;

(c) is included in an unit with, or attached to, securities or obligations;

(d) is included in a re-organisation, restructuring or other exchange transaction; or

(e) is purchased in connection with or in anticipation of a recapitalisation or other financial restructuring transaction involving a pre-existing investment.

(5) will not make investments in China (including without limitation, foreign direct investment, investment under the Qualified Foreign Institutional Investor program, or investment through a Chinese private equity fund), provided that, for the avoidance of doubt, the foregoing shall not prohibit the purchase of (a) securities of Chinese issuers traded in markets outside of China and (b) convertible securities traded in markets outside of China that are convertible into, or linked to the performance of, securities listed in China.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any asset to continue to comply with the foregoing investment requirements and restrictions for reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In such case, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in USD, which is the Reference Currency, and not in the currency in which all or a substantial part of the investments of the Sub-Fund are denominated. Shares in any H EUR Class are issued in EUR and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in any H CAD Class are issued in CAD and hedged to a large extent (at least 50%) against currency risks. Shares in the Share Classes B, CB, GB, EB, IA and IB are issued in USD, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors include both private and Institutional Investors of all sizes who want to invest a part of their portfolio commensurate with their requirements in high yield bonds issued by issuers primarily in the U.S., Canada and Europe.

Investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investment Manager

The Management Company has appointed Oaktree as Investment Manager to assist with the management of the Sub-Fund pursuant to the Investment Management Agreement (as amended from time to time). As at the date of this Prospectus, the Investment Manager has appointed Oaktree UK as an Investment Sub-Manager to the Sub-Fund.

Reference Currency

USD

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.04% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

The Depositary is further entitled to be reimbursed by the Company for all reasonable expenses and fees charged to it by correspondent banks or other agents (including any clearing agent).

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Launch Date

21 December 2012

Initial Offering Price

The Initial Offering Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The Investment Manager will employ a research-intensive long-only strategy to invest primarily in corporate high yield bonds, emphasizing issuers in North America and Europe.

The Investment Manager's results are built on a strategy of retaining the interest income generated by its bonds. It does not select investments based on anticipated interest rate movements and resulting price fluctuations. The Investment Manager believes that the avoidance of defaults is the most reliable source of superior performance.

The Sub-Fund will emphasize below investment grade debt securities and obligations, although investment grade securities and obligations also may be acquired. The Investment Manager seeks to add value first and foremost through security selection. Sector allocation also plays an important role in its decision making process, second only to security selection. The Investment Manager further believes that thoughtful diversification is an effective means of mitigating the impact of credit problems.

The Investment Manager views high yield investing as the conscious bearing of credit risk for profit and acts as a prudent lender rather than a securities trader. Its business is lending money to lower-rated yet creditworthy corporations; the buying and selling of securities is simply the means of accomplishing this end.

The investment process is bottom-up, based upon company-specific research. The Investment Manager believes consistently strong performance can only be achieved through superior knowledge of companies, the industries in which they operate and the securities the Sub-Fund purchases, not through macro-forecasting.

In selecting securities and obligations for the Sub-Fund, the Investment Manager places a high priority on managing risk to ensure capital preservation. The Investment Manager has a well-established credit scoring matrix to rank potential investments. This process provides a systematic way of reviewing the key quantitative and qualitative variables impacting credit quality for each investment.

The Investment Manager employs a "buy" and "sell" discipline as described below:

Buy Discipline

Investments are made if (*a*) the absolute amount of risk is acceptable, (*b*) the promised yield generously compensates for the risk, and (*c*) the investment's relationship between risk and return is among the most attractive relative to the opportunity set.

Sell Discipline

Typically, the Investment Manager's decision to sell a security is fundamentally based, relating to its price and its assessment of its risk. In general, the Investment Manager will consider selling if: (*a*) it is early in spotting actual or potential deterioration in credit quality before it is reflected

in the security price, (*b*) the bond's price has significantly appreciated, lowering its yield or (*c*) another bond is available which offers a better risk/reward trade-off.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts" in this Prospectus.

Oaktree serves as investment manager to OCM High Yield Trust, Oaktree High Yield Fund, L.P., Oaktree Expanded High Yield Fund, L.P., the Strategic Credit Funds and Accounts and other high yield funds and accounts which employ either a similar strategy to the Sub-Fund or focus on U.S. high yield bonds. Oaktree or its affiliates may organize additional funds and may manage accounts with objectives substantially similar to those of the Sub-Fund. Such funds and accounts may invest in securities or other investments eligible for purchase by the Sub-Fund, and the allocation of investments between the Sub-Fund and such funds and account will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General" in this Prospectus.

INVESTMENT PROFESSIONALS

Oaktree's thirty-three person Global High Yield Bond team consists of three co-portfolio managers (Sheldon Stone, co-founding Principal; David Rosenberg, Managing Director and James Turner, Managing Director), one portfolio advisor (Alan Adler, Managing Director), ten U.S. senior research analysts who are supported by six U.S. research associates, nine European research analysts and four traders. The analysts are industry experts, covering approximately twenty-five to thirty names in a few different industry groups.

PROVISIONS APPLICABLE TO OAKTREE NORTH AMERICAN HIGH YIELD BOND FUND

(FOR THE PURPOSE OF THIS SECTION THE "SUB-FUND")

Investment Objective and Principles

The investment objective of the Sub-Fund is to generate high risk-adjusted returns by investing primarily in U.S. dollar-denominated corporate high yield bonds, issued by North American Issuers.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) Fixed and floating rate debt instruments or obligations, with a focus on high yield bonds, of North American Issuers.

(2) U.S. dollar-denominated fixed and floating rate debt instruments or obligations, with a focus on high yield bonds, of non-North American Issuers.

(3) Convertible securities only if, in the judgment of the Investment Manager, most of their value is attributable to their yield and other fixed or floating rate income features.

(4) Notwithstanding the Investment Restrictions set forth below, any debt or equity instrument (including but not limited to common stock, preferred stock (including convertible preferred stock) to purchase the foregoing) (*a*) where included in a unit with, or attached to, another permitted investment, (*b*) upon conversion of a convertible security or exercise of a warrant or option, (*c*) where received in a reorganisation, restructuring or other exchange transaction, or (*d*) where purchased or otherwise obtained in connection with or in anticipation of a recapitalisation or other financial restructuring transaction involving a pre-existing investment.

(5) Cash and cash equivalents as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(2) Covered call options and put options on the underlying securities of the Sub-Fund.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants, options and stock rights.

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not invest greater than 25% of its NAV in debt instruments or obligations rated below B3 by Moody's and below B- by S&P or, if non-rated, having a comparable credit quality in the judgment of the Investment Manager, but in either case are not in default; provided, however, that such calculation shall not include (*a*) securities permitted under item 3 of "Permitted Investments" above, (*b*) Contributed Securities so long as securities of the same issue as the Contributed Securities are held by the Sub-Fund at the time the Sub-Fund receives the Contributed Securities and (*c*) securities acquired in exchange for securities described in clauses (*a*) and (*b*).

(2) will not invest greater than 15% of its NAV in U.S. dollar-denominated fixed and floating rate debt instruments and obligations of non-North American Issuers.

(3) will not invest in the securities of any one issuer if immediately after and as a result of such purchase more than 3% its NAV would be invested in the securities of such issuer; provided that this restriction shall not apply to issuers described in paragraphs f) and h) set out under the sub-heading "Investment instruments" under the section "Description of Investments and Investment Restrictions".

(4) will not invest greater than 20% of its NAV in securities of issuers primarily engaged in one industry (except Government Securities, Short-term Investments and Repurchase Agreements).

(5) will not, except as described above in "Permitted Investments", purchase stocks.

(6) will not write options or engage in transactions in futures contracts or options on futures contracts.

(7) will not enter into Repurchase Agreements which would cause more than 10% of its assets to be subject to Repurchase Agreements maturing in more than seven days (unless subject to a demand feature exercisable within seven days).

(8) will not purchase securities on margin.

(9) will not make loans of the Sub-Fund's securities to any member of Oaktree UK or the Investment Manager or any affiliated company or person.

(10) will not underwrite securities of other companies, except to the extent the Sub-fund might be deemed to be an underwriter for purposes of U.S. securities laws in the resale of any unregistered securities owned by the Sub-Fund or pursuant to any shelf registration statement for the Sub-Fund's benefit.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any asset to continue to comply with the foregoing investment requirements and restrictions for reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In such case, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in USD, which is the Reference Currency. Shares in any H EUR Class are issued in EUR and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in the Share Classes GB are issued in multiple currencies and B, CB, IA and IB are issued in USD, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors include both private and Institutional Investors of all sizes who want to invest a part of their portfolio commensurate with their requirements in a diversified portfolio of high yield bonds of creditworthy North American corporations.

Investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investment Manager

The Management Company has appointed Oaktree as Investment Manager to assist with the management of the Sub-Fund pursuant to the Investment Management Agreement.

Reference Currency

USD

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.04% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

The Depositary is further entitled to be reimbursed by the Company for all reasonable expenses and fees charged to it by correspondent banks or other agents (including any clearing agent).

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Launch Date

14 June 2013.

Initial Offering Price

The Initial Offering Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The Investment Manager will employ a research-intensive long-only strategy to invest primarily in corporate high yield bonds, emphasizing issuers in North America.

The Investment Manager's results are built on a strategy of retaining the interest income generated by its bonds. It does not select investments based on anticipated interest rate movements and resulting price fluctuations. The Investment Manager believes that the avoidance of defaults is the most reliable source of superior performance.

The Sub-Fund will emphasize below investment grade debt securities and obligations, although investment grade securities and obligations also may be acquired. The Investment Manager seeks to add value first and foremost through security selection. Sector allocation also plays an important role in its decision making process, second only to security selection. The Investment Manager further believes that thoughtful diversification is an effective means of mitigating the impact of credit problems.

The Investment Manager views high yield investing as the conscious bearing of credit risk for profit and acts as a prudent lender rather than a securities trader. Its business is lending money to lower-rated yet creditworthy corporations; the buying and selling of securities is simply the means of accomplishing this end.

The investment process is bottom-up, based upon company-specific research. The Investment Manager believes consistently strong performance can only be achieved through superior knowledge of companies, the industries in which they operate and the securities the Sub-Fund purchases, not through macro-forecasting.

In selecting securities and obligations for the Sub-Fund, the Investment Manager places a high priority on managing risk to ensure capital preservation. The Investment Manager has a well-established credit scoring matrix to rank potential investments. This process provides a systematic way of reviewing the key quantitative and qualitative variables impacting credit quality for each investment.

The Investment Manager employs a well-established "buy" and "sell" discipline as described below:

Buy Discipline

Investments are made if (*a*) the absolute amount of risk is acceptable, (*b*) the promised yield generously compensates for the risk, and (*c*) the investment's relationship between risk and return is among the most attractive relative to the opportunity set.

Sell Discipline

Typically, the Investment Manager's decision to sell a security is fundamentally based, relating to its price and its assessment of its risk. In general, the Investment Manager will consider selling if: (*a*) it is early in spotting actual or potential deterioration in credit quality before it is reflected in the security price, (*b*) the bond's price has significantly appreciated, lowering its yield or (*c*) another bond is available which offers a better risk/reward trade-off.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts" in this Prospectus.

Oaktree serves as investment manager to OCM High Yield Trust, Oaktree High Yield Fund, L.P., Oaktree Expanded High Yield Fund, L.P., the Strategic Credit Funds and Accounts and other high yield funds and accounts which employ either a similar strategy to the Sub-Fund or focus on North American high yield bonds. Oaktree or its affiliates may organize additional funds and may manage accounts with objectives substantially similar to those of the Sub-Fund. Such funds and accounts may invest in securities or other investments eligible for purchase by the Sub-Fund, and the allocation of investments between the Sub-Fund and such funds and account will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General" in this Prospectus.

INVESTMENT PROFESSIONALS

Oaktree's twenty-one person U.S. High Yield Bond team consists of two portfolio managers (Sheldon Stone, co-founding Principal and David Rosenberg, Managing Director), one portfolio advisor (Alan Adler, Managing Director), ten research analysts who are supported by six research associates and two traders. The analysts are industry experts, covering approximately twenty-five to thirty names in a few different industry groups.

PROVISIONS APPLICABLE TO OAKTREE EUROPEAN HIGH YIELD BOND FUND
(FOR THE PURPOSE OF THIS SECTION THE "SUB-FUND")

Investment Objective and Principles

The investment objective of the Sub-Fund is to obtain a high total return by investing primarily in debt and obligations issued by European Issuers. In addition, the Sub-Fund may purchase Euro-denominated issues of North American Issuers.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) European High Yield Debt.

(2) Convertible securities only if, in the judgment of the Investment Manager, most of their value is attributable to their yield and other fixed or floating rate income features.

(3) Notwithstanding the Investment Restrictions set out below, any debt or equity instrument (including but not limited to common stock, preferred stock (including convertible preferred stock), to purchase the foregoing) (*a*) where included in a unit with, or attached to, another Permitted Investment, (*b*) upon conversion of a convertible security or exercise of a warrant or option, (*c*) where received in a reorganisation, restructuring or other exchange transaction, or (*d*) where purchased or otherwise obtained in connection with or in anticipation of a recapitalisation or other financial restructuring transaction involving a pre-existing investment.

(4) Cash and cash equivalents as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(2) Covered call options and put options on the underlying securities of the Sub-Fund.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants, options and stock rights, under the circumstances described in item 3 above in "Permitted Investments".

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not invest greater than 15% of its NAV in European High Yield Debt rated below B3 by Moody's and below B- by S&P or, if non-rated, having a comparable credit quality in the judgment of the Investment Manager, but in either case are not in default; provided, however, that such calculation shall not include (*a*) securities permitted under item 3 of "Permitted Investments" above, (*b*) Contributed Securities so long as securities of the same issue as the Contributed Securities are held by the Sub-Fund at the time the Sub-Fund receives the Contributed Securities and (*c*) securities acquired in exchange for securities described in clauses (a) and (b).

(2) will not invest greater than 10% of its NAV in securities or obligations of any one issuer (except securities issued or guaranteed by a member state of the Organization for Economic Cooperation and Development or their local authorities or public international bodies with EU, regional or worldwide scope, and Short-Term Investments).

(3) will not invest greater than 20% of its NAV in securities or obligations of issuers primarily engaged in one industry (except Government Securities, Short-term Investments and Repurchase Agreements).

(4) will not, except as described above in "Permitted Investments", purchase stocks, warrants or options to acquire common stocks.

(5) will not write options or engage in transactions in futures contracts or options on futures contracts other than for currency hedging purposes related to the investments of the Sub-Fund.

(6) will not enter into Repurchase Agreements which would cause more than 10% of its assets to be subject to Repurchase Agreements maturing in more than seven days (unless subject to a demand feature exercisable within seven days).

(7) will not purchase securities or obligations on margin.

(8) will not make loans of the Sub-Fund's securities or obligations to any member of Oaktree or the Investment Manager or any affiliated company or person.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any

asset to continue to comply with the foregoing investment requirements and restrictions for reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In such case, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in EUR, which is the Reference Currency. Shares in any H USD Class are issued in USD and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in any H NOK Class are issued in NOK and hedged to a large extent (at least 50%) against currency risks Shares in the Share Classes A, B and GB are issued in multiple currencies and CB, EB, IA and IB are issued in EUR, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors include both private and Institutional Investors of all sizes who want to invest a part of their portfolio commensurate in a diversified portfolio of high yield bonds of creditworthy issuers in Europe.

Investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investment Manager

The Management Company has appointed Oaktree UK as Investment Manager to the Sub-Fund pursuant to the Investment Management Agreement (as amended). Oaktree UK is a limited liability partnership incorporated under the laws of England and Wales and is authorized and regulated by the Financial Conduct Authority in the UK.

Reference Currency

EUR

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.04% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Fund for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

The Depositary is further entitled to be reimbursed by the Company for all reasonable expenses and fees charged to it by correspondent banks or other agents (including any clearing agent).

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Launch Date

14 June 2013.

Initial Offering Price

The Initial Offering Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The Investment Manager will employ a research-intensive long-only strategy to invest primarily in corporate high yield bonds, emphasizing issuers in Europe.

The Investment Manager's results are built on a strategy of retaining the interest income generated by its bonds. It does not select investments based on anticipated interest rate movements and resulting price fluctuations. The Investment Manager believes that the avoidance of defaults is the most reliable source of superior performance.

The Sub-Fund will emphasize below investment grade debt securities and obligations, although investment grade securities and obligations also may be acquired. The Investment Manager seeks to add value first and foremost through security selection. Sector allocation also plays an important role in its decision making process, second only to security selection. The Investment Manager further believes that thoughtful diversification is an effective means of mitigating the impact of credit problems.

The Investment Manager views high yield investing as the conscious bearing of credit risk for profit and acts as a prudent lender rather than a securities trader. Its business is lending money to lower-rated yet creditworthy corporations; the buying and selling of securities is simply the means of accomplishing this end.

The investment process is bottom-up, based upon company-specific research. The Investment Manager believes consistently strong performance can only be achieved through superior knowledge of companies, the industries in which they operate and the securities the Sub-Fund purchases, not through macro-forecasting.

In selecting securities and obligations for the Sub-Fund, the Investment Manager places a high priority on managing risk to ensure capital preservation. The Investment Manager has a well-established credit scoring matrix to rank potential investments. This process provides a systematic way of reviewing the key quantitative and qualitative variables impacting credit quality for each investment.

The Investment Manager employs a well-established "buy" and "sell" discipline as described below:

Buy Discipline

Investments are made if (*a*) the absolute amount of risk is acceptable, (*b*) the promised yield generously compensates for the risk, and (*c*) the investment's relationship between risk and return is among the most attractive relative to the opportunity set.

Sell Discipline

Typically, the Investment Manager's decision to sell a security is fundamentally based, relating to its price and its assessment of its risk. In general, the Investment Manager will consider selling if: (*a*) it is early in spotting actual or potential deterioration in credit quality before it is reflected

in the security price, (*b*) the bond's price has significantly appreciated, lowering its yield or (c) another bond is available which offers a better risk/reward trade-off.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts" in this Prospectus.

The Investment Manager serves as Investment Sub-Manager or sub-advisor to other high yield and strategic credit funds and accounts which employ either a similar strategy to the Sub-Fund or focus on European or global high yield bonds. The Investment Manager or its affiliates may organize additional funds and may manage accounts with objectives substantially similar to those of the Sub-Fund. Such funds and accounts may invest in securities or other investments eligible for purchase by the Sub-Fund, and the allocation of investments between the Sub-Fund and such funds and account will generally be based on the Investment Manager's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General" in this Prospectus.

INVESTMENT PROFESSIONALS

Oaktree's twelve-person European High Yield Bond team consists of one portfolio manager (James Turner, Managing Director) and one assistant portfolio manager (Madelaine Jones, Managing Director) eight research analysts and two traders. The analysts are industry experts, covering twenty-five to thirty names in a few industry groups.

PROVISIONS APPLICABLE TO OAKTREE GLOBAL CONVERTIBLE BOND FUND
(FOR THE PURPOSES OF THIS SECTION, THE "SUB-FUND")

Investment Objective

The investment objective of the Sub-Fund is to obtain an attractive total return from a combination of current income and capital appreciation by investing in a diversified portfolio of U.S., non-U.S. and High Income Securities. The relative allocation of the Sub-Fund's NAV between U.S. (including high income convertibles, which are predominantly U.S.) and non-U.S. convertibles will be: 10-90% U.S. convertibles and 10-90% non-U.S. convertibles. The precise allocation within these ranges will vary from time to time based on market fluctuations, the relative availability of attractive opportunities and other factors that the Investment Manager may consider in its discretion. There is no requirement that any security be rated "investment grade" by any rating agency. To achieve this objective, the Sub-Fund will seek to invest in a diversified portfolio of convertible securities which individually, and therefore collectively, may capture a higher percentage of their underlying stocks' gains than the percentage losses that they will reflect.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) Securities which are convertible or exchangeable into common stock or other equity securities, including convertible bonds, debentures, notes, preferred stock and other equity securities (including securities within the category of high income convertibles) and "synthetic convertibles" which provide equity-type upside performance with downside protection, such as bond/warrant units and common stock/put warrant units. Investments in "synthetic convertibles" will be permitted as long as the "synthetic convertibles" qualify as transferable securities in accordance with Article 41 of the UCI Law and as long as the assets acquired after the exercise of the conversion right qualify as assets in which an UCI governed by Part I of the UCI Law is entitled to invest.

(2) Non-convertible equity and debt securities, equity securities received upon conversion of convertible securities or purchased in order to acquire a convertible security being issued in a corporate finance transaction.

(3) Government Securities.

(4) Cash and cash equivalents as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

(5) American depositary receipts and European depositary receipts

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(2) Covered call options and put options on the underlying securities of the Sub-Fund.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants and stock rights.

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into any Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not invest under normal market conditions (as determined by the Investment Manager) more than 10% of its NAV in securities other than convertible securities and securities derived from the conversion or exchange of convertible securities.

(2) will not invest more than 90% of its NAV in U.S. securities (including High Income Securities, which are predominantly U.S.)

(3) will not invest more than 90% of its NAV in Non-U.S. securities (excluding High Income Securities).

(4) will not invest more than 25% of its NAV in High Income Securities. The determination as to whether a convertible security is classified as a High Income Security will be made by the Investment Manager in good faith.

(5) will not invest more than 20% of its NAV in securities of issuers primarily engaged in one industry (except Government Securities, Short-term Investments and Repurchase Agreements).

(6) will not write covered call options that would cause more than 25% of its NAV to be subject to such options, or purchase put options if immediately after and as a result of such purchase more than 2% of its NAV would be subject to such put options.

(7) will not enter into Repurchase Agreements which would cause more than 10% of its assets to be subject to Repurchase Agreements maturing in more than seven days (unless subject to a demand feature exercisable within seven days).

(8) will not purchase securities on margin.

(9) will not make loans of the Sub-Fund's securities to any member of Oaktree UK or the Investment Manager or any affiliated company or person.

(10) will not underwrite securities of other companies, except to the extent the Sub-Fund might be deemed to be an underwriter for purposes of U.S. securities laws in the resale of any unregistered securities owned by the Sub-Fund or pursuant to any shelf registration statement for the Sub-Fund's benefit.

(11) will not enter into futures contracts.

(12) will not make investments in China (including without limitation, foreign direct investment, investment under the Qualified Foreign Institutional Investor program, or investment through a Chinese private equity fund), provided that, for the avoidance of doubt, the foregoing shall not prohibit the purchase of (a) securities of Chinese issuers traded in markets outside of China and (b) convertible securities traded in markets outside of China that are convertible into, or linked to the performance of, securities listed in China.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any asset to continue to comply with the foregoing investment requirements and restrictions for reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In the event of any such failure to comply with the investment requirements and restrictions, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in USD, which is the Reference Currency, and not in the currency in which all or a substantial part of the investments of the Sub-Fund are denominated. Shares in any H EUR Class are issued in EUR and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in the Share Classes B, CB, GB, EB and IB are issued in USD, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors will include both private investors and Institutional Investors of all sizes, who want to invest a part of their portfolio commensurate with their requirements in Convertible Securities by issuers worldwide. Investors observe the opportunities of an indirect investment in equities with limited risk, but do not want to forego interest payments entirely. Investors must be able to accept fluctuations in capital.

Investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investment Manager

The Management Company has appointed Oaktree as Investment Manager to assist with the management of the Sub-Fund pursuant to the Investment Management Agreement (as amended).

Reference Currency

USD

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.04% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

The Depositary is further entitled to be reimbursed by the Company for all reasonable expenses and fees charged to it by correspondent banks or other agents (including any clearing agent).

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Launch Date

21 December 2012

Initial Offering Price

The Initial Offering Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The Sub-Fund's investment objective is to seek to obtain an attractive return from a combination of current income and capital appreciation by investing in a diversified portfolio of U.S. and non-U.S. convertible and High Income Securities. Convertible securities are bonds, debentures, notes, preferred stock or other securities convertible or exchangeable into common stock or other equity securities of an issuer within a specified period of time for a particular price or formula. High income convertibles (often referred to as "busted" convertibles) generally refer to convertible securities (*a*) the price of which has fallen below par value, raising their yields to levels near that of non-convertible debt and (*b*) which carry high coupons that retain the potential for equity-driven returns.

Based on its experience, the Investment Manager believes that convertible securities can provide good absolute returns, attractive performance results, reduced volatility relative to equities, an enhanced level of current income and the benefits of added diversification. As a neglected and therefore inefficient niche within the investment universe, the Investment Manager believes that convertible securities constitute particularly appropriate vehicles to attain the Sub-Fund's investment objective due to their investment characteristics. As an alternative to common stock investments, convertible securities provide a higher level of current yield and meaningful downside protection. Similarly, as compared to other fixed income investments, convertible securities provide a means of enhancing fixed income returns through their greater upside potential.

The Investment Manager believes that high income convertibles offer an attractive investment complement to a traditional convertibles portfolio for the following reasons:

- They offer yields above equities and traditional convertibles, with yields-to-maturity near or sometimes above the level of comparable corporate debt;
- Deep discounts to par value provide significant price appreciation from a recovery in the underlying stock price; and
- Discounts to par value also provide excellent call protection, credit protection from purchasing a par call on assets at a discount, and exceptional downside protection in shorter maturity issues.

By adding an element of high income convertibles investing to the Sub-Fund's portfolio, the Investment Manager hopes to take advantage of a wider scope of available convertibles opportunities and to further diversify the Sub-Fund's portfolio.

In rising markets, the Sub-Fund will seek to capture much of the performance of equities and, in flat or declining markets, to outperform equities. In so doing, the Investment Manager will attempt to capture the majority of the performance of equities over full market cycles with reduced volatility and/or to substantially outperform straight bonds with similar levels of volatility. The Investment Manager will generally:

- Select issues with yield levels that limit downside risk and provide income;
- Emphasize credit fundamentals to gain confidence in the downside protection provided by the fixed income characteristics of the issue;
- Emphasize relatively moderate conversion premiums to increase the opportunity for capital appreciation from a rise in the underlying stock price;
- Emphasize bonds over preferred stocks to secure the protection from bonds' promise of principal repayment and their more senior standing in the capital structure; and
- Employ broad diversification in order to participate in the convertible market without being heavily exposed to the performance of specific issues.

While the vast majority of non-U.S. convertibles are investment grade, convertible securities in general, including high income convertibles, often are not investment grade, reflecting a greater risk of repayment of the principal of, and payment of interest or dividends on, such securities. The Investment Manager expects that many convertible securities it will purchase on behalf of the Sub-Fund (if rated) will be rated non-investment grade by the rating agencies.

Investments by the Sub-Fund will include U.S. and Non-U.S. Convertible Securities and convertible securities with high income features, including, but not limited to, convertible securities with complex or unusual terms, convertible securities resulting from exchanges and mergers, convertible securities that have declined from the issue price due not to company

fundamentals but to general weakness in the equity markets and convertible securities of companies with recovering fundamentals. The Investment Manager will consider, among other factors, the following aspects in selecting convertible securities for the Sub-Fund: (*a*) the issuer's creditworthiness; (*b*) the yield to maturity or put; (*c*) potential capital appreciation of both the securities and the underlying common stock; (*d*) the protections against price declines of the underlying common stock; (*e*) price of the security relative to that of the underlying common stock; (*f*) price of the security relative to other convertible securities; (*g*) the amount of the discount to par value; (*h*) any protective conditions such as sinking funds; (*i*) issuer diversification; and (*j*) any ratings assigned to the securities.

Pursuant to the above approach, the Investment Manager will generally prefer an underpriced security convertible into a stock about which the Investment Manager may be indifferent to an overpriced convertible with an attractive underlying stock. Accordingly, stock selection will be secondary to the task of identifying statistically inexpensive convertible securities.

With respect to the Investment Manager's sell discipline, when the underlying common stock of a convertible security appreciates greatly, the yield and volatility of convertible securities may approach those of the underlying common stock, becoming more equity-sensitive while providing significantly less yield and downside protection. Because the Sub-Fund will emphasize yield and downside protection, the Investment Manager will generally sell these securities. Additionally, when the price of a convertible security moves appreciably above its investment value with its underlying stock unchanged or declining further, the opportunity for equity-driven price appreciation fades while the downside protection is diminished. In addition, a further decline in the stock price may foreshadow credit deterioration. Because the Sub-Fund will seek a balance among yield, acceptable credit risk and potential for equity-driven returns, such securities may also be candidates for sale.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts".

Oaktree serves as sub-advisor to the Vanguard Convertible Securities Fund and investment manager to Oaktree (Lux.) Funds - Oaktree Non-U.S. Convertible Bond Fund, Oaktree Non-U.S. Convertible Fund, L.P., Oaktree High Income Convertible Fund, L.P., Oaktree High Income Convertible Fund II L.P. and other convertible funds and accounts which employ either a similar strategy to the Sub-Fund or focus on U.S. or Non-U.S. Convertible Securities. Oaktree or its affiliates may organize additional funds and may manage accounts with objectives substantially similar to those of the Sub-Fund. Such funds and accounts may invest in securities or other investments eligible for purchase by the Sub-Fund, and the allocation of investments between the Sub-Fund and such funds and account will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General".

INVESTMENT PROFESSIONALS

Oaktree's thirteen-person Global Convertible Securities team consists of five co-portfolio managers (Stu Spangler, Managing Director; Andrew Watts, Managing Director; Jean-Pierre Latrille, Managing Director; Abe Ofer, Managing Director and Petar Raketic, Managing Director)and eight research analysts. The team has employed a highly disciplined approach to convertible securities investing which has consistently allowed it to garner the benefits offered by these securities without bearing unnecessary risk.

PROVISIONS APPLICABLE TO OAKTREE NON-U.S. CONVERTIBLE BOND FUND
(FOR THE PURPOSES OF THIS SECTION, THE "SUB-FUND")

Investment Objective

The investment objective of the Sub-Fund is to obtain an attractive total return from a combination of current income and capital appreciation by investing in a diversified portfolio of Non-U.S. Convertible Securities. There is no requirement that any security be rated "investment grade" by any rating agency.

To achieve this objective, the Sub-Fund will seek to invest in a diversified portfolio of convertible securities which individually, and therefore collectively, may capture a higher percentage of their underlying stocks' gains than the percentage losses that they will reflect.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) Non-U.S. Convertible Securities which are convertible or exchangeable into common stock or other equity securities, including convertible bonds, debentures, notes, preferred stock and other equity securities (including securities within the category of high income convertibles) and "synthetic convertibles" which provide equity-type upside performance with downside protection, such as bond/warrant units and common stock/put warrant units. Investments in "synthetic convertibles" will be permitted as long as the "synthetic convertibles" qualify as transferable securities in accordance with Article 41 of the UCI Law and as long as the assets acquired after the exercise of the conversion right qualify as assets in which an UCI governed by Part I of the UCI Law is entitled to invest.

(2) Non-convertible equity and debt securities, equity securities received upon conversion of convertible securities or purchased in order to acquire a convertible security being issued in a corporate finance transaction.

(3) Government Securities.

(4) Cash and cash equivalents as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

(5) American depositary receipts and European depositary receipts.

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(2) Covered call options and put options on the underlying securities of the Sub-Fund.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants and stock rights.

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not invest under normal market conditions (as determined by the Investment Manager) more than 10% of its NAV in securities other than convertible securities and securities derived from the conversion or exchange of convertible securities.

(2) will not invest in U.S. Convertible Securities.

(3) will not invest more than 20% of its NAV in securities of issuers primarily engaged in one industry (except Government Securities, Short-term Investments and Repurchase Agreements).

(4) will not write covered call options that would cause more than 25% of its NAV to be subject to such options, or purchase put options if immediately after and as a result of such purchase more than 2% of its NAV would be subject to such put options.

(5) will not enter into Repurchase Agreements which would cause more than 10% of its assets to be subject to Repurchase Agreements maturing in more than seven days (unless subject to a demand feature exercisable within seven days).

(6) will not purchase securities on margin.

(7) will not make loans of the Sub-Fund’s securities to any member of Oaktree UK or the Investment Manager or any affiliated company or person.

(8) will not underwrite securities of other companies.

(9) will not enter into futures contracts.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any asset to continue to comply with the foregoing investment requirements and restrictions for

reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In the event of any such failure to comply with the investment requirements and restrictions, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in EUR, which is the Reference Currency, which may not be the currency in which all or a substantial part of the investments of the Sub-Fund are denominated from time to time. Shares in any H USD Class are issued in USD and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in the Share Classes GB are issued in multiple currencies and B, CB, IA and IB are issued in EUR, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors include both private and Institutional Investors of all sizes, who want to invest a part of their portfolio commensurate with their requirements in Non-U.S. Convertible Securities by issuers worldwide. Investors observe the opportunities of an indirect investment in equities with limited risk, but do not want to forego interest payments entirely. Investors must be able to accept fluctuations in capital.

Investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investment Manager

The Management Company has appointed Oaktree as Investment Manager to assist with the management of the Sub-Fund pursuant to the Investment Management Agreement.

Reference Currency

EUR

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.04% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Company for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

The Depositary is further entitled to be reimbursed by the Company for all reasonable expenses and fees charged by it by correspondent banks or other agents (including any clearing agent).

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Launch Date

14 June 2013

Initial Offering Price

The Initial Offering Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The Sub-Fund's investment objective is to seek to obtain an attractive return from a combination of current income and capital appreciation by investing in a portfolio of Non-U.S. Convertible Securities and High Income Securities. Convertible securities are bonds, debentures, notes, preferred stock or other securities convertible or exchangeable into common stock or other equity securities of an issuer within a specified period of time for a particular price or formula. High income convertibles (often referred to as "busted" convertibles) generally refer to convertible securities (*a*) the price of which has fallen below par value, raising their yields to levels near that of non-convertible debt and (*b*) which carry high coupons that retain the potential for equity-driven returns.

Based on its experience, the Investment Manager believes that convertible securities can provide good absolute returns, attractive performance results, reduced volatility relative to equities, an enhanced level of current income and the benefits of added diversification. As a neglected and therefore inefficient niche within the investment universe, the Investment Manager believes that convertible securities constitute particularly appropriate vehicles to attain the Sub-Fund's investment objective due to their investment characteristics. As an alternative to common stock investments, convertible securities provide a higher level of current yield and meaningful downside protection. Similarly, as compared to other fixed income investments, convertible securities provide a means of enhancing fixed income returns through their greater upside potential.

The Investment Manager believes that high income convertibles offer an attractive investment complement to a traditional convertibles portfolio for the following reasons:

- They offer yields above equities and traditional convertibles, with yields-to-maturity near or sometimes above the level of comparable corporate debt;
- Deep discounts to par value provide significant price appreciation from a recovery in the underlying stock price; and
- Discounts to par value also provide excellent call protection, credit protection from purchasing a par call on assets at a discount, and exceptional downside protection in shorter maturity issues.

By adding an element of high income convertibles investing to the Sub-Fund's portfolio, the Investment Manager hopes to take advantage of a wider scope of available convertibles opportunities and to further diversify the Sub-Fund's portfolio.

In rising markets, the Sub-Fund will seek to capture much of the performance of equities and, in flat or declining markets, to outperform equities. In so doing, the Investment Manager will attempt to capture the majority of the performance of equities over full market cycles with reduced volatility and/or to substantially outperform straight bonds with similar levels of volatility. The Investment Manager will generally:

- Select issues with yield levels that limit downside risk and provide income;

- Emphasize credit fundamentals to gain confidence in the downside protection provided by the fixed income characteristics of the issue;

- Emphasize relatively moderate conversion premiums to increase the opportunity for capital appreciation from a rise in the underlying stock price;

- Emphasize bonds over preferred stocks to secure the protection from bonds' promise of principal repayment and their more senior standing in the capital structure; and

- Employ broad diversification in order to participate in the convertible market without being heavily exposed to the performance of specific issues.

While the vast majority of non-U.S. convertibles are investment grade, convertible securities in general, including high income convertibles, often are not investment grade, reflecting a greater risk of repayment of the principal of, and payment of interest or dividends on, such securities. The Investment Manager expects that many convertible securities it will purchase on behalf of the Sub-Fund (if rated) will be rated non-investment grade by the rating agencies.

Investments by the Sub-Fund will include Non-U.S. Convertible Securities and Non-U.S. Convertible Securities with high income features, including, but not limited to, convertible securities with complex or unusual terms, convertible securities resulting from exchanges and mergers, convertible securities that have declined from the issue price due not to company fundamentals but to general weakness in the equity markets and convertible securities of companies with recovering fundamentals. The Investment Manager will consider, among other factors, the following aspects in selecting convertible securities for the Sub-Fund: (*a*) the issuer's creditworthiness; (*b*) the yield to maturity or put; (*c*) potential capital appreciation of both the securities and the underlying common stock; (*d*) the protections against price declines of the underlying common stock; (*e*) price of the security relative to that of the underlying common stock; (*f*) price of the security relative to other convertible securities; (*g*) the amount of the discount to par value; (*h*) any protective conditions such as sinking funds; (*i*) issuer diversification; and (*j*) any ratings assigned to the securities.

Pursuant to the above approach, the Investment Manager will generally prefer an underpriced security convertible into a stock about which the Investment Manager may be indifferent to an overpriced convertible with an attractive underlying stock. Accordingly, stock selection will be secondary to the task of identifying statistically inexpensive convertible securities.

With respect to the Investment Manager's sell discipline, when the underlying common stock of a convertible security appreciates greatly, the yield and volatility of convertible securities may approach those of the underlying common stock, becoming more equity-sensitive while providing significantly less yield and downside protection. Because the Sub-Fund will emphasize yield and downside protection, the Investment Manager will generally sell these securities. Additionally, when the price of a convertible security moves appreciably above its investment value with its underlying stock unchanged or declining further, the opportunity for equity-driven price appreciation fades while the downside protection is diminished. In addition, a further decline in the stock price may foreshadow credit deterioration. Because the Sub-Fund will seek a

balance among yield, acceptable credit risk and potential for equity-driven returns, such securities may also be candidates for sale.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts".

Oaktree serves as investment manager to Oaktree Non-U.S. Convertible Fund, L.P. and other convertible funds and accounts which employ either a similar strategy to the Sub-Fund or focus on Non-U.S. Convertible Securities. Oaktree or its affiliates may organize additional funds and may manage accounts with objectives substantially similar to those of the Sub-Fund. Such funds and accounts may invest in securities or other investments eligible for purchase by the Sub-Fund, and the allocation of investments between the Sub-Fund and such funds and account will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General".

INVESTMENT PROFESSIONALS

Oaktree's six-person non-U.S. Convertible Securities team consists of three co-portfolio managers (Jean-Pierre Latrille, Managing Director; Abe Ofer, Managing Director and Petar Raketic, Managing Director) and three research analysts. The team has employed a highly disciplined approach to convertible securities investing which has consistently allowed it to garner the benefits offered by these securities without bearing unnecessary risk.

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PROVISIONS APPLICABLE TO OAKTREE EMERGING MARKETS EQUITY FUND
(FOR THE PURPOSES OF THIS SECTION, THE "SUB-FUND")

Investment Objective

The investment objective of the Sub-Fund is to obtain attractive risk-adjusted returns relative to the Morgan Stanley Capital International Emerging Markets Index Net (for the purposes of this Sub-Fund, the "**Benchmark**") by utilizing a long-only investment strategy by investing primarily in equities and similar instruments issued by (a) companies which are part of the Benchmark or (b) companies that have a country of risk which is included in the Benchmark or is not classified by the World Bank as a high income country. In addition, the Sub-Fund may also make investments which do not meet the foregoing criteria.

Investment Universe – Permitted Investments

Subject to the restrictions set forth in the sections above entitled "Description of Investments and Investment Restrictions" and "Risk Management" and the section below entitled "Investment Restrictions", the Sub-Fund may invest in the following Permitted Investments:

(1) Privately-placed or publicly-traded equity securities, including common stock, preferred stock (including convertible preferred stock), units of interest in limited partnerships, limited liability companies, closed-end investment companies and unit trusts.

(2) Debt securities or obligations of companies that are located in the world's emerging markets.

(3) Cash and cash equivalents, as well as Short-term Investments and other investments as the Investment Manager deems necessary or appropriate to discharge or to provide for the anticipated debts, liabilities and obligations of the Sub-Fund.

The Sub-Fund may invest in the following derivative instruments, in accordance with the requirements of the UCI Law on derivatives including those requirements applicable to embedded derivatives:

(1) Total return swaps, rate of return swaps, zero strike calls, p-notes, single stock futures and transactions involving the use of proceeds (or the equivalent) of any of the foregoing, including in connection with financing transactions relating to new or existing Permitted Investments.

(2) Any contracts to purchase securities on a "when issued" or on a "forward delivery" basis.

(3) Forward contracts, swaps and other instruments entered into by the Sub-Fund to hedge against foreign currency exchange rates to the extent related to its investments.

(4) Warrants, options and stock rights.

Any p-notes acquired by the Sub-Fund will qualify as transferable securities embedding a derivative in accordance with Article 41 (1) of the UCI Law.

The Sub-Fund may purchase and sell foreign currency only in connection with the settlement of transactions in securities denominated in foreign currency.

In accordance with the section above headed "Special Techniques and Instruments", the Sub-Fund may, among other things, enter into Repurchase Agreements.

Investment Restrictions

In addition to the general risk diversification rules described in the sections "Description of Investments and Investment Restrictions" and "Risk Management", the Sub-Fund will comply with the investment restrictions below. The Sub-Fund:

(1) will not invest more than 5% of its NAV in private placements that are both unrelated to listed securities and fail to convey near-term registration rights, in accordance with Article 41 (2) of the UCI Law.

(2) will not invest in the securities of one issuer if immediately after and as a result of such purchase more than 7% of its NAV would be invested in the securities of such issuer; provided that this restriction shall not apply to Government Securities.

(3) will not invest greater than 30% of its NAV in securities of issuers primarily engaged in one industry (except Government Securities and Short-term Investments).

(4) will not invest in securities if immediately after and as a result of such purchase more than 35% of its NAV would be invested in a single country; provided that this restriction shall not apply to Government Securities.

(5) will not invest in China A-shares, directly or through market access products such as p-notes, if as a result of such purchase more than 35% of its NAV would be invested in China A-shares.

(6) will not engage in short sale transactions or enter into derivative transactions the primary economic effect of which is to create short exposure with respect to any issuer.

(7) will not purchase securities on margin.

(8) will not make loans of the Sub-Fund’s securities to any member of Oaktree UK or the Investment Manager or any affiliated company or person.

(9) will not underwrite securities of other companies, except to the extent the Sub-Fund might be deemed to be an underwriter for purposes of U.S. securities laws in the resale of any unregistered securities owned by the Sub-Fund or pursuant to any shelf registration statement for the Sub-Fund’s benefit.

Unless otherwise specified, all investment restrictions will be applied at the time of the initial investment in any asset in accordance with the most recently available NAV. The failure of any asset to continue to comply with the foregoing investment requirements and restrictions for reasons beyond the control of the Company or as a result of the exercise of subscription or redemption rights shall not be considered as a violation of such requirements and restrictions, except as required by Luxembourg law. In the event of any such failure to comply with the investment requirements and restrictions, the Company will adopt as a priority objective for its sales transactions the remedying of that situation, taking into account the interests of its Shareholders.

Total Return Swaps, Rate of Return Swaps, Collars, Zero Strike Calls, P-Notes, Credit Default Swaps, and Credit-Linked Notes and Deposits

The Sub-Fund may enter into long positions through total return swaps (for the purposes of this Sub-Fund, "**Total Return Swaps**"), the returns from which are based on the performance of a portfolio of such assets selected by the Investment Manager (for the purposes of this Sub-Fund, the "**Reference Assets**"), rate of return swaps, collars, zero strike calls, p-notes, credit default swaps, and credit-linked notes and deposits. The Sub-Fund may utilize Total Return Swaps and such other derivatives and financial instruments to gain access to local market securities where access to such markets is regulated or limited. The counterparty to such total return swaps will be bank or broker dealer counterparties. Further information on the counterparties will be available in the annual report. The terms of the individual Total Return Swaps and such other derivatives and financial instruments will differ by counterparty and may change from time to time. The Sub-Fund will be required to post initial collateral in respect of each Reference Asset. Depending on the terms of a particular Total Return Swap, the Sub-Fund may also be permitted or required to add (or subtract) collateral from time to time based on changes in the market value of the Reference Asset. In certain circumstances, including if the Sub-Fund does not have sufficient assets or is unable to provide the requisite amount of collateral, the Total Return Swap counterparty may terminate the Total Return Swap in whole or in part.

Investment in p-notes involves an OTC transaction with a third party. Therefore if the Sub-Fund invests in p-notes it will not only be exposed to movements in the value of the underlying equity, but also to the risk of counterparty default, which may in the event of counterparty default result in the loss of the full market value of the equity.

Exposure to China A-shares

Under the prevailing regulations in the People's Republic of China ("**PRC**"), foreign investors can invest in China A-shares through institutions that have obtained Qualified Foreign Institutional Investor ("**QFII**") status in the PRC and issue p-notes or other access products providing exposure to China A-shares. The current QFII regulations impose strict restrictions (including rules on investment restrictions, minimum investment holding period, QFII quota utilization and repatriation of principal and profits) on China A-share investments.

In extreme circumstances, the Sub-Fund may incur losses due to limited investment opportunities, or may not be able to fully implement or pursue its investment objectives or strategy, due to QFII investment restrictions, illiquidity of the China A-shares market, and/or

delay or disruption in execution of trades or in settlement of trades. In addition, there is no guarantee that the Sub-Fund will continue to benefit from the QFII. Should the QFII lose its QFII status or retire or be removed, or should the QFII's investment quota be revoked or reduced, the Sub-Fund may not be able to invest in China A-shares through the p-notes or other access products issued by the QFII, and the Sub-Fund may be required to dispose of its holdings, which may have a material adverse effect on the Sub-Fund.

In addition, investments by the Sub-Fund in p-notes or other access products referencing China A-shares and other permissible securities denominated in RMB are issued to the Sub-Fund in US dollars while the investments by the QFII in the underlying China A-shares will be made in RMB. The Sub-Fund will then be exposed to any fluctuation in the exchange rate between its Reference Currency and the RMB in respect of such investments.

Investments in India

Specific attention is also drawn on the risk factor entitled "Investments in India" set out in Chapter, "Risk Factors" as investments in India involve specific risks. Accordingly, potential investors are referred in particular to the risks set out in Chapter, "Risk Factors" in relation to the FPI registration of the Subfund and the potential disclosure of information and personal data regarding the investors in the Subfund to the Indian local supervisory authorities and to the DDP.

Derivatives used for Hedged Share Classes

The Net Asset Value is expressed in USD, which is the Reference Currency, and not in the currency in which all or a substantial part of the investments of the Sub-Fund are denominated. Shares in any H EUR Class are issued in EUR and hedged to a large extent (at least 50%) against currency risks. Shares in any H CHF Class are issued in CHF and hedged to a large extent (at least 50%) against currency risks. Shares in any H GBP Class are issued in GBP and hedged to a large extent (at least 50%) against currency risks. Shares in any H CAD Class are issued in CAD and hedged to a large extent (at least 50%) against currency risks. Shares in the Share Classes GB are issued in multiple currencies and B, CB, EB, IA and IB are issued in USD, with no special hedging. The Net Asset Value of H Class Shares will not develop in exactly the same way as that of the Share Classes issued in the Reference Currency, or that of Share Classes without hedging that are denominated in a currency other than the Reference Currency. Excess hedging not exceeding 10% may occur on a temporary basis.

Global Exposure

The global exposure of the Sub-Fund will be calculated on the basis of the commitment approach.

Profile of the Typical Investor

Potential investors include both private and Institutional Investors of all sizes, who want to invest a part of their portfolio commensurate with their requirements in equities listed in emerging markets.

Although the Investment Manager employs experienced professionals who have successfully pursued investment strategies, the Sub-Fund has no operating history on which prospective investors can base an evaluation of future performance. As a result, investments in the Sub-Fund are recommended to long-term investors who are in a position and are prepared to sustain losses, and should be limited to a reasonable portion of the financial assets of such investors.

Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets in the U.S or in non-U.S. countries. Investors should consider the specific risks described under the sections headed "Risk Factors" above and below before investing in shares of the Sub-Fund.

Investment Manager

The Management Company has appointed Oaktree as Investment Manager to assist with the management of the Sub-Fund pursuant to the Investment Management Agreement (as amended).

Reference Currency

USD

Subscription of Shares: Shares may be subscribed on any Luxembourg Bank Business Day at the Net Asset Value per Share of the relevant Share Class of the Sub-Fund plus, where applicable, a Subscription Fee. Notwithstanding the provisions in the section headed "Procedures for Subscription", subscriptions applications must be received by the Registrar and Transfer Agent by the Subscription Deadline two Luxembourg Bank Business Days prior to the Valuation Day. Payment into the account of the Depositary must be effected within one Luxembourg Bank Business Day following the Valuation Day on which the issue price of the Shares will be determined. For subscription applications submitted to a Distributor or Nominee, earlier subscription deadlines may apply.

No Shares of the Subfund will be, directly or indirectly, advertised, offered, distributed or sold to persons resident in India and, no subscription applications for Shares in the Subfund will be accepted if the acquisition of these Shares is financed by funds derived from sources within India.

As described under Chapter "Redemption of Shares" of the Prospectus, the Company is also entitled to compulsorily redeem all or a portion of any Shares held by a Shareholder in any other circumstances in which the Company determines in its absolute discretion that such compulsory redemption would avoid material legal, regulatory, pecuniary, tax, economic, proprietary, administrative or other disadvantages to the Company, including but not limited to the cases where such Shares are held by Shareholders who are not entitled to acquire or possess these Shares, or who fail to comply with any obligations associated with the holding of these Shares under any applicable laws or regulations. As a consequence the Shareholders shall note that the legal, regulatory or tax requirements applicable to their shareholding in the Subfund may include specific local requirements applicable as per the Indian laws and regulations and that noncompliance with the Indian regulations might lead to the termination of their investment in the Subfund, the compulsory redemption (in whole or in part) of the Shares held by the investors in the Subfund, the retention of any redemption proceeds to the investors or to any other

measures taken by the local authorities and impacting the investment of the investor in the Subfund.

No application has been submitted or will be submitted, nor any registration has been or will be sought, by the Management Company to or from any of the PRC governmental or regulatory authorities in connection with the advertising, offer, distribution or sale of the Shares of the Subfund in or from the PRC and the Management Company does not intend to or will not, directly or indirectly, advertise, offer, distribute or sell the Shares of the Subfund to persons resident in the PRC.

The Shares of the Subfund are not intended to be offered or sold within the PRC or to PRC investors. Any PRC investor shall not subscribe for Shares unless it is permitted to do so under all relevant PRC laws, rules, regulations, notices, directives, orders or other regulatory requirements in the PRC issued by any PRC governmental or regulatory authority that are applicable to the investor, the Company or the Investment Manager (whether or not having the force of law) as may be issued and amended from time to time. Where applicable PRC investors are responsible for obtaining all necessary governmental approvals, verifications, licences or registrations (if any) from all relevant PRC governmental authorities, including, but not limited to, the State Administration of Foreign Exchange, the China Securities Regulatory Commission and/or other relevant regulatory bodies as applicable, and complying with all relevant PRC regulations, including, but not limited to, any relevant foreign exchange regulations and/or overseas investment regulations. If an investor fails to comply with the above, the Company may take any action in good faith and acting on reasonable grounds in relation to such investor's Shares to comply with relevant regulatory requirements, including effecting compulsory redemption of Shares owned by the relevant investor, subject to the Articles of Incorporation, and applicable laws and regulations.

Persons into whose possession this Prospectus or any Shares may come must inform themselves about, and observe, any such restrictions.

Daily Redemption of Share Classes in this Sub-Fund: Notwithstanding the provisions in the section headed "Procedures for Redemption", redemption requests in this Share Classes must be received by the Registrar and Transfer Agent by the Redemption Deadline two Luxembourg Bank Business Days prior to the Valuation Day. Payment of the redemption price of the Shares shall be made within two Luxembourg Bank Business Days after the Valuation Day on which the issue price of the Shares was determined. For redemption requests submitted to a Distributor or Nominee, earlier redemption deadlines may apply.

Service Fees

In addition to the Global Management Fee, the Company will also pay fees, in accordance with normal practice in Luxembourg, to the Management Company, the Depositary, the Paying Agent, the Central Administration and the Registrar and Transfer Agent. Further details of the Service Fees in respect of the Sub-Fund are set out below.

Depositary and Administration Fees

The Depositary is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund. This fee will be accrued daily and is payable monthly in arrears. In addition, the Depositary is entitled to be reimbursed by the Fund for its reasonable out-of-pocket expenses and disbursements and for charges of any sub-custodian or agent (as applicable). The fees of the Depositary are calculated by reference to the net assets of the relevant Sub-Fund on each Valuation Day during each month.

The Central Administration and Registrar and Transfer Agent is entitled as defined to receive out of the assets of each Sub-Fund a fee of up to 0.05% per annum of the Net Asset Value of each Sub-Fund as well as any other standard processing fees and costs incurred. This fee will be accrued daily and is payable monthly in arrears.

Management Company Fee

The Management Company is entitled to receive out of the assets of each Sub-Fund a fee of up to 0.03% per annum of the Net Asset Value of each Sub-Fund. The management company fee paid will be disclosed in the Annual Report.

Initial Price

The Initial Price will be 100.00 in the Dealing Currency of the relevant Class.

Subscription Fee

Up to 2% of the Net Asset Value per Share.

Redemption Fee

Up to 2% of the Net Asset Value per Share.

INVESTMENT STRATEGY OF THE SUB-FUND

The investment objective of the Sub-Fund is to seek attractive risk-adjusted returns relative to the Benchmark by investing primarily in equities and similar instruments issued by (a) companies which are part of the Benchmark or (b) companies that have a country of risk which is included in the Benchmark or is not classified by the World Bank as a high income country. In addition, the Sub-Fund may also make investments which do not meet the foregoing criteria.

The Investment Manager believes that the long-term investment opportunities in emerging markets are favorable compared to those available in more developed markets and that the opportunity for bottom-up managers with experience in undervalued situations will be significant due in part to the high rate of change in, and the volatility of, the emerging markets. While there are numerous risks in the emerging markets that are not equally prevalent in more developed markets, the Investment Manager's goal is to manage the risks and earn a more-than-commensurate return for bearing such risks.

The Investment Manager will seek to apply a number of bottom-up, fundamental techniques in its efforts to achieve the Sub-Fund's objectives. The Investment Manager will research industries, build in-house models, and value companies searching for valuation anomalies and opportunities. The team expects to travel extensively to meet company management and also will review external research to gauge market expectations. From this research foundation, the team will formulate investment theses to support their investment recommendations identifying companies that they expect to perform better than market expectations. In developing their recommendations, the team will also consider a company's valuation on both an absolute basis as well as on a relative basis compared with other companies in the same industry across countries and compared with other companies in other industries but in the same country. The team's investment ideas will be reviewed by the portfolio managers. Typically, approval by the portfolio managers will depend in large part on the investment theses and valuations.

In addition to the fundamental research process, the Investment Manager will seek to employ quantitative valuation techniques such as cash flow analysis, as well as more subjective techniques such as sector, interest rate, and political risk analyses. The Investment Manager typically will take broader macroeconomic and market conditions into consideration when considering portfolio risk because emerging markets encompass a broad array of economies in varying stages of development, allowing benefits from diversification.

While constructing (and monitoring) the portfolio, the Investment Manager's goal is to achieve attractive risk-adjusted returns. While concentrating on a single country, region, or sector is inherently riskier than a diversified portfolio approach, over-diversification can dilute the ability of investors to earn long-term, above market returns. Therefore, the Investment Manager attempts to strike a balance between (*a*) diversifying among markets and sectors within the investment limitations set forth in the section entitled "Investment Restrictions" above and (*b*) limiting the number of investments made by the Sub-Fund so as to allow it to benefit meaningfully from the most attractive investment opportunities. While the large and growing pool of companies listed in emerging markets is expected to allow for the construction of a portfolio diversified across multiple industries and countries, it is expected that the portfolio will only include 60-90 names and will generally remain less than 100 names.

OVERLAPS OF THE SUB-FUND WITH OTHER OAKTREE FUNDS AND ACCOUNTS

Please also see the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts".

Oaktree Emerging Markets Equity Fund, L.P. and Other Emerging Markets Equity Funds and Accounts

Oaktree serves as investment manager to Oaktree Emerging Markets Equity Fund, L.P. ("**EMEF**") and also advises or sub-advises mutual funds and separate accounts, each of which employs a similar strategy to the Sub-Fund. Oaktree or its affiliates may organize additional funds and may managed accounts with objectives substantially similar to those of the Sub-Fund. EMEF and current and future funds and accounts may invest in securities or other investments

eligible for purchase by the Sub-Fund, and the allocation of investments among the EMEF, the Sub-Fund and such other funds and accounts will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General".

Oaktree Emerging Markets Absolute Return Fund, L.P. and Other Emerging Markets Absolute Return Funds and Accounts

Oaktree is also investment manager to Oaktree Emerging Markets Absolute Return Fund, L.P. ("**EMAR**"). The Sub-Fund may invest alongside EMAR and any other funds and accounts that Oaktree may organize with substantially similar investment strategies to EMAR. EMAR was organized to invest primarily in securities of (*a*) emerging and developed markets in the Asia Pacific region (including Japan, Hong Kong, Singapore, Australia, and New Zealand) and (*b*) emerging markets in other parts of the world, including Latin America, Eastern Europe, the Middle East, and Russia. EMAR focuses on seeking to achieve a substantial "absolute return" by utilizing a "long/short" investment strategy. In addition, EMAR may be more aggressive and more oriented to short-term trading, and may make greater use of such things as leverage, shorting, and derivatives. The allocation of investments between the Sub-Fund and EMAR and such other funds and accounts will generally be based on Oaktree's reasonable assessment of the amounts available for investment by each fund and account as described under the section above headed "Overlaps of the Sub-Funds with Other Oaktree Funds and Accounts - General".

RISK FACTORS

Please also see the section above headed "Risk Factors".

Risks Associated with Total Return Swaps

General

The Sub-Fund will invest in one or more Total Return Swaps with bank or broker-dealer counterparties. Returns to the Sub-Fund under a Total Return Swap are related to the performance of the Reference Assets underlying such swap. Accordingly, the value of any Total Return Swap depends largely upon changes in market value of, the Reference Asset(s). Total Return Swaps of this type are a relatively recent development in the financial markets. Consequently, there are certain legal, tax, and market uncertainties that present risks in entering into Total Return Swaps. There is currently little or no case law or litigation characterizing the Total Return Swaps, interpreting their provisions, or characterizing their tax treatment. In addition, additional regulations and laws may apply to Total Return Swaps that have not heretofore been applied. There can be no assurance that future decisions construing similar provisions to those in any Total Return Swap agreement or other related documents or additional regulations and laws will not have a material adverse effect on the Sub-Fund.

Leverage

While is anticipated that the Sub-Fund's investment in Total Return Swaps will generally be fully collateralized, the Sub-Fund may, in certain cases, have an economic interest based on Reference Assets with an aggregate initial purchase price that is much higher than the amount of collateral provided by the Sub-Fund pursuant to the Total Return Swaps. The use of such leverage may provide significantly more market exposure to the Reference Assets than the money paid or deposited when the transaction is entered into. Accordingly, a relatively small adverse market movement may not only result in the loss of the entire investment, but may also expose the Sub-Fund to the possibility of a loss exceeding the original amount of a particular investment. Each leveraged investment in a Reference Asset will include a funding cost component; the Sub-Fund will bear the equivalent of the financing charges payable with respect to such leverage. Therefore, the return to the Sub-Fund from a leveraged investment in a Reference Asset through a Total Return Swap may become narrower or the Sub-Fund may suffer a loss from such leveraged investment, where the spread between its current income from such Reference Asset and the Sub-Fund's financing cost under the Total Return Swap becomes narrow or reversed or the Sub-Fund experiences unfavorable movements in the difference (and relative spread) between the basis for such current income and for such financing cost. Theoretically, a large increase in interest rates could, by itself, cause a leveraged investment in a Reference Asset to lose all value if the return on a Reference Asset is static or only slightly positive. Thus, in addition to the market risk inherent in leveraged exposure to a Reference Asset, each such leveraged investment in a Reference Asset will also involve interest rate risk, to the extent that financing charges for such leveraged investment are based on a predetermined interest rate. Depending on the terms of the particular Total Return Swaps entered into, a Total Return Swap counterparty may have recourse to the assets of the Sub-Fund in the event that a loss sustained under a Total Return Swap exceeds the original amount of a particular investment by the Sub-Fund. In addition, if leverage exceeds a pre-established limit, a Total Return Swap counterparty may have the right to hold back payments under the Total Return Swap and apply such amounts as collateral for the Total Return Swap or the right to terminate the Total Return Swap to which it is a party and to retain all or a part of the Reference Assets (or the proceeds therefrom). The holding back of payments under, or the termination of, a Total Return Swap could have a material adverse effect on the Sub-Fund.

Liquidity Risk

The Total Return Swaps may also expose the Sub-Fund to liquidity risk. Although the Sub-Fund will generally have the ability to terminate a Total Return Swap transaction or program at any time, doing so may subject the Sub-Fund to certain early termination charges. In addition, there may not be a liquid market within which to dispose of an outstanding Total Return Swap even if a permitted disposal might avoid an early termination charge. "Over-the-counter" Total Return Swaps generally are not assignable except by agreement between the parties concerned, and no party or purchaser has any obligation to permit such assignments. See "Illiquidity and Credit Risk of Derivative Instruments" below.

Counterparty Credit Risk

The markets in which the Sub-Fund may effect Total Return Swaps are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange based" markets. Accordingly, the Sub-Fund takes credit risk with regard to the swap counterparties with whom it will trade and will also bear the risk of settlement default by such swap counterparties. These risks may differ materially from those entailed in exchange-traded transactions which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered directly between two counterparties generally do not benefit from such protections. This exposes the Sub-Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Sub-Fund to suffer a loss. Such "counterparty risk" may be accentuated by the fact that the Sub-Fund may concentrate its transactions with a single or small group of counterparties. In addition, in the case of a default, the Sub-Fund could become subject to adverse market movements while replacement transactions are executed. The Sub-Fund is not restricted from dealing with any particular Total Return Swap counterparty or from concentrating any or all of its transactions with one counterparty. Although certain of the Total Return Swap counterparties may be entities that are rated by recognized rating agencies, the Sub-Fund has no formal internal credit function which evaluates the creditworthiness of its Total Return Swap counterparties. The ability of the Sub-Fund to transact business with any one or number of counterparties, the possible lack of a meaningful and independent evaluation of such counterparties' financial capabilities, and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Sub-Fund. See "Risk Factors – Counterparty, Settlement, and Local Intermediary Risk" above.

Illiquidity and Credit Risk of Derivative Instruments

The Sub-Fund may enter into transactions involving privately negotiated off-exchange derivative instruments, including Total Return Swaps and other derivative instruments. There can be no assurance that a liquid secondary market will exist for any particular derivative instrument at any particular time. Although off-exchange derivative instruments are designed to be tailored to meet particular financing needs and, therefore, typically provide more flexibility than exchange-traded products, the risk of illiquidity is also greater as these instruments can generally be closed out only by negotiation with the other party to the instrument. Off-exchange derivative instruments, unlike exchange-traded instruments, are not guaranteed by an exchange or clearinghouse, and thus are generally subject to greater credit risks.

Access Products and Hybrid Instruments

Access products and hybrid instruments (types of potentially high-risk derivatives) have been developed that combine the elements of forward contracts or options with those of debt, preferred equity, or depository instruments. Generally, the type of access product or a hybrid instrument in which the Sub-Fund will invest will be structured as a debt security, preferred stock, depository share, trust certificate, certificate of deposit, or other evidence of indebtedness on which all or a portion of interest payments, and/or the principal or stated amount payable at

maturity, redemption, or retirement, is determined by reference to prices, changes in prices, or differences between prices of securities (collectively "Underlying Assets"). Thus, access products and hybrid instruments may take a variety of forms, including (*a*) debt instruments with interest or principal payments or redemption terms determined by reference to the value of a currency or commodity or securities index at a future point in time or (*b*) preferred stock with dividend rates determined by reference to the value of a currency.

The risks of investing in access products or hybrid instruments reflect a combination of the risks of investing in securities, options, futures, and currencies. Thus, an investment in an access product or a hybrid instrument may entail significant risks that are not associated with a similar investment in a traditional debt instrument that has a fixed principal amount, is denominated in USD, or bears interest either at a fixed rate or a floating rate determined by reference to a common, nationally published benchmark. The risks of a particular access product or hybrid instrument will, of course, depend upon the terms of the instrument, but may include the possibility of significant changes in the prices of Underlying Assets to which the instrument is linked. Such risks generally depend upon factors that are unrelated to the operations or credit quality of the issuer of the access product or hybrid instrument and that may not be readily foreseen by the purchaser, such as economic and political events, the supply and demand for the Underlying Assets, and interest rate movements. In recent years, prices for Underlying Assets have been highly volatile, and such volatility may be expected in the future. Reference is also made to the discussion of options and forward contracts herein for a discussion of the risks associated with such investments.

Limited Operating History

Although Oaktree employs experienced professionals who have successfully pursued investment strategies, the Sub-Fund has limited operating history on which prospective investors can base an evaluation of future performance. There can be no assurance that Oaktree will be successful in managing the investments of the Sub-Fund.

INVESTMENT PROFESSIONALS

The fourteen-person Emerging Markets Equities team consists of two co-portfolio managers (Frank Carroll, Managing Director and Tim Jensen, Managing Director) eight research analysts and four traders. The team is organized along industry lines and individual analysts follow one or more industries across the emerging markets. They study these industries, analyze individual companies, determine valuation targets and endeavor to invest in securities that are intrinsically undervalued.

ANNEX B

TAX CONSIDERATIONS

The following section is a short summary of certain important taxation principles that may be or become relevant with respect to the Company and its Sub-Funds.

This section does not purport to be a complete summary of tax law and practice currently applicable in Luxembourg and does not contain any statement with respect to the tax treatment of an investment in the Company or any of its Sub-Funds in any other jurisdiction.

Furthermore, this section does not address the taxation of the Company or any of its Sub-Funds in any other jurisdiction or the taxation of any legal entity, partnership or UCI without legal personality in which the Company or any of its Sub-Funds hold an interest.

Prospective Shareholders are advised to consult their own professional tax advisers in respect of the possible tax consequences of subscribing for, buying, holding, redeeming, converting or selling Shares under the laws of their country of citizenship, residence, domicile or incorporation.

Taxation of Shareholders in Luxembourg

The following summary is based on laws, regulations and practice currently applicable in the Grand Duchy of Luxembourg at the date of this Prospectus and is subject to changes therein, possibly with retroactive effect.

Luxembourg SICAV

Under present Luxembourg law and administrative practice, neither a Luxembourg SICAV nor any of its sub-funds is liable for any Luxembourg corporate income tax, municipal business tax, and net worth tax. A Luxembourg SICAV (or each sub-fund in case of SICAV with multiple sub-funds) is however liable in Luxembourg to a subscription tax of in principle 0.05% per annum computed on its net assets, such tax being payable quarterly on the basis of the value of the aggregate assets of such SICAV (or sub-fund) at the end of the relevant calendar quarter. The rate of the subscription tax can be reduced to 0.01 % for sub-funds of a Luxembourg SICAV as well as for individual classes of shares issued within such SICAV or within a sub-fund of the latter, *provided* that the shares of such sub-funds or classes of shares are reserved to Institutional Investors.

The value of assets represented by units and shares held in other undertakings for collective investments is however exempt from the subscription tax, *provided* such units or shares have already been subject to this tax. No other stamp duty or other tax is payable in Luxembourg on the issue of shares by a Luxembourg SICAV.

As regards capital contribution, a Luxembourg SICAV is subject to a flat registration duty of EUR 75 to be paid upon incorporation and to be paid upon future modification (if any) of its articles of incorporation.

Dividends and interest, if any, received by a Luxembourg SICAV or any of its sub-funds from investments may be subject to taxes and/or withholding taxes in the countries concerned at varying rates, such (withholding) taxes usually not being recoverable. A Luxembourg SICAV and its sub-funds may be liable to certain other foreign taxes.

Shareholders of a Luxembourg SICAV

Under present Luxembourg law and administrative practice and subject to any amendment hereof, the shareholders of a Luxembourg SICAV are not liable to any taxation in Luxembourg in relation to the holding, sale, redemption or assignment of the shares of such SICAV (except for those domiciled, resident or having a permanent establishment in Luxembourg).

Common Reporting Standard

The Company may be subject to the Standard for Automatic Exchange of Financial Account Information in Tax matters (the "**Standard**") and its Common Reporting Standard (the "**CRS**") as set out in the CRS-Law.

Under the terms of the CRS-Law, the Company is to be treated as a Luxembourg Reporting Financial Institution . As such, as of 30 June 2017 and without prejudice to other applicable data protection provisions, the Company will be required to annually report to the Luxembourg tax authority personal and financial information related, inter alia, to the identification of, holdings by and payments made to (i) Reportable Persons and (ii) Controlling Persons of certain NFE's which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS-Law (the "**Information**"), will include personal data related to the Reportable Persons.

The Company's ability to satisfy its reporting obligations under the CRS-Law will depend on each Shareholder providing the Company with the Information, along with the required supporting documentary evidence. In this context, the Shareholders are hereby informed that, as data controller, the Company will process the Information for the purposes as set out in the CRS-Law. The Shareholders undertake to inform their Controlling Persons, if applicable, of the processing of their Information by the Company.

The term "Controlling Person" means in the present context any natural persons who exercise control over an entity. In the case of a trust it means the settlor(s), the trustee(s), the protector(s) (if any), the beneficiary(ies) or class(es) of beneficiaries, and any other natural person(s) exercising ultimate effective control over the trust, and in the case of a legal arrangement other than a trust, persons in equivalent or similar positions. The term ''Controlling Persons" must be interpreted in a manner consistent with the Financial Action Task Force Recommendations.

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

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

Any Shareholder that fails to comply with the Company's Information or documentation requests may be held liable for penalties imposed on the Company and attributable to such shareholder's failure to provide the Information.