

# **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

## **INVESTMENT COMPANY WITH VARIABLE CAPITAL AND SEGREGATED LIABILITY BETWEEN SUB-FUNDS**

### **ADDENDUM TO THE PROSPECTUS IN RESPECT OF METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

21 July 2020

**This Addendum is supplemental to and forms part of the Prospectus in respect of Metzler International Investments Public Liability Limited Company dated 8 August 2019 as amended by way of addenda dated 12 December 2019 and 25 June 2020 (the “Prospectus”). Metzler International Investments Public Limited Company (the “Company”) is an umbrella fund which has been authorised by the Central Bank of Ireland (the “Central Bank”) pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended from time to time. The information contained in this Addendum should be read in the context of, and together with, the information contained in the Prospectus and the distribution of this Addendum is not authorised unless accompanied by or supplied in conjunction with a copy of the Prospectus.**

The Directors of the Company, whose names appear in section 3.A. of the Prospectus, accept responsibility for the information contained in the Prospectus and this Addendum. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions defined in the Prospectus and in the relevant supplements or addendums to the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Addendum.

**With effect from 4 August 2020, the following changes are now made to the Prospectus:**

#### **a. Valuation of Funds**

- (i) The section entitled “Interpretation” on page 99 is amended by the deletion of the definition of “Valuation Point” in its entirety and its replacement with the following definition:

“Valuation Point” in respect of a Dealing Day, unless otherwise specified in a Leaflet for a Fund, is the time at which the closing market prices in the relevant Recognised Market; or such other time as the Directors may in their discretion determine) for the Business Day preceding the Dealing Day are available for the purposes of the valuation of assets and liabilities of a Fund (details of which are set out in Section 8 of the Prospectus).”

- (ii) Section 8 entitled ‘Valuation of Funds’ is amended by the deletion of sub-paragraph (5)(b) in its entirety and replacement with the following text:

“(b) save as otherwise herein provided, listed securities quoted or dealt in on a Recognised Market shall be valued: (i) in the case of bonds, at the closing mid-market price; and, (ii) in the case of equities, at the official closing price or, if the official closing price is not available, the last traded price; in each case on the Recognised Market on which these assets are traded or admitted for trading (being the Recognised Market which is the sole or in the opinion of

the Directors the principal Recognised Market on which the investment in question is listed, quoted or dealt in). If such securities are dealt in on more than one Recognised Market, the relevant Recognised Market will be, in the sole opinion of the Manager, the main Recognised Market on which such securities in question are listed, quoted or dealt in or the Recognised Market the Manager determines provides the fairest criteria in a value of the relevant security. If, in the sole opinion of the Manager, the dealing price for the securities, calculated as at the Valuation Point is unavailable or not representative of the value of the securities, or in the context of unlisted securities or securities that are not quoted or dealt in on a Recognised Market, the value will be the probable realisation value, estimated with care and in good faith by the Manager or such competent person(s) as may be appointed by the Manager and approved for the purpose by the Depositary.

For the avoidance of doubt, in the event that activity occurs in any Recognised Market on which substantial assets (as determined by the Directors) of any Fund are listed, quoted or dealt in on a weekday or weekdays falling between the date of any Dealing Deadline and the relevant Dealing Day then the closing mid-market / official closing price or if not available the last traded price to be applied in determining the Net Asset Value of such assets shall be such closing mid-market / official closing price or if not available the last traded price at the Valuation Point in respect of the first weekday following the Dealing Deadline on which activity occurs in the Recognised Market in question;”

The provisions of the Prospectus as supplemented by this Addendum will apply to the Company.

**21 July 2020**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**  
**INVESTMENT COMPANY WITH VARIABLE CAPITAL AND SEGREGATED**  
**LIABILITY BETWEEN SUB-FUNDS**

**ADDENDUM TO THE PROSPECTUS IN RESPECT OF METZLER**  
**INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

25 June 2020

This Addendum is supplemental to and forms part of the Prospectus in respect of Metzler International Investments Public Liability Limited Company dated 8 August 2019 as amended by way of an addendum dated 12 December 2019 (the "Prospectus"). Metzler International Investments Public Limited Company (the "Company") is an umbrella fund which has been authorised by the Central Bank of Ireland (the "Central Bank") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended from time to time. The information contained in this Addendum should be read in the context of, and together with, the information contained in the Prospectus and the distribution of this Addendum is not authorised unless accompanied by or supplied in conjunction with a copy of the Prospectus.

The Directors of the Company, whose names appear in section 3.A. of the Prospectus, accept responsibility for the information contained in the Prospectus and this Addendum. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions defined in the Prospectus and in the relevant supplements or addendums to the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Addendum.

**The following changes are now made to the Prospectus:**

**a. Valuation of Funds**

- (i) The section entitled "Interpretation" on page 99 is amended by the deletion of the definition of "Valuation Point" in its entirety and its replacement with the following definition:

"Valuation Point" in respect of a Dealing Day, unless otherwise specified in a Leaflet for a Fund, is the time at which the closing market prices in the relevant Recognised Market; or such other time as the Directors may in their discretion determine) for the Business Day preceding the Dealing Day are available for the purposes of the valuation of assets and liabilities of a Fund and, in the case of bonds, 16:00 GMT in the relevant Recognised Market (details of which are set out in Section 8 of the Prospectus)."

- (ii) Section 8 entitled 'Valuation of Funds' is amended by the deletion of sub-paragraph (5)(b) in its entirety and replacement with the following text:

"(b) save as otherwise herein provided, listed securities quoted or dealt in on a Recognised Market shall be valued: (i) in the case of bonds, at the latest mid-market price; and, (ii) in the case of equities, at the official closing price or, if the official closing price is not available, the last traded price; in each case on the Recognised Market on which these assets are traded or

admitted for trading (being the Recognised Market which is the sole or in the opinion of the Directors the principal Recognised Market on which the investment in question is listed, quoted or dealt in). If such securities are dealt in on more than one Recognised Market, the relevant Recognised Market will be, in the sole opinion of the Manager, the main Recognised Market on which such securities in question are listed, quoted or dealt in or the Recognised Market the Manager determines provides the fairest criteria in a value of the relevant security. If, in the sole opinion of the Manager, the dealing price for the securities, calculated as at the Valuation Point is unavailable or not representative of the value of the securities, or in the context of unlisted securities or securities that are not quoted or dealt in on a Recognised Market, the value will be the probable realisation value, estimated with care and in good faith by the Manager or such competent person(s) as may be appointed by the Manager and approved for the purpose by the Depositary.

For the avoidance of doubt, in the event that activity occurs in any Recognised Market on which substantial assets (as determined by the Directors) of any Fund are listed, quoted or dealt in on a weekday or weekdays falling between the date of any Dealing Deadline and the relevant Dealing Day then the latest mid-market / official closing price or if not available the last traded price to be applied in determining the Net Asset Value of such assets shall be such latest mid-market / official closing price or if not available the last traded price at the Valuation Point in respect of the first weekday following the Dealing Deadline on which activity occurs in the Recognised Market in question;"

**b. Risk Factor**

In section 15 (entitled "Risk Factors"), the following risk factor shall be inserted on page 53 directly after the existing risk factor "MiFID II":

"Pandemic could result in adverse performance of the Funds

A new strain of coronavirus, COVID-19, has quickly spread, resulting in severe illness and, in some cases, death. The spread of COVID-19 has adversely affected markets and world economies. Continued proliferation of COVID-19 may adversely affect the Funds and/or the Unitholders, which could be more or less adverse depending on, among other things: geographical range, infection rates, severity and mortality of the virus; the types of measures taken by governments and private organisations to prevent the spread of the virus; the timing and efficacy of a vaccine; and the effect of the virus on global markets and interest rates. Early responses have included quarantines or bans on public events, each of which can adversely affect commerce, spending, local economies and businesses dependent on transportation and personal interaction. COVID-19 has been declared a pandemic by The World Health Organisation and U.S. Center for Disease Control which could lead to unforeseeable negative consequences to the Funds, including the suspension of the Net Asset Value calculation of the Funds and the suspension of subscriptions, redemptions and/or switches in respect of the Funds."

**c. Contact Details**

In Appendix 3 (entitled "German Specific Information"), the telephone and fax numbers of B. Metzler seel. Sohn & Co. KGa shall be deleted in their entirety and replaced with the following details:

"Telephone number	(+49 69) 21 04 - 11 11
Telefax number	(+49 69) 21 04 - 11 79"

The provisions of the Prospectus as supplemented by this Addendum will apply to the Company.

25 June 2020

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**  
**INVESTMENT COMPANY WITH VARIABLE CAPITAL AND SEGREGATED**  
**LIABILITY BETWEEN SUB-FUNDS**

**ADDENDUM TO THE PROSPECTUS IN RESPECT OF METZLER**  
**INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY AND**  
**LEAFLETS IN RESPECT OF CERTAIN SUB-FUNDS OF THE COMPANY,**  
**NAMELY, METZLER EURO CORPORATES SHORT TERM, METZLER**  
**ALTERNATIVE MULTI STRATEGY, METZLER EUROPEAN SMALLER**  
**COMPANIES, METZLER GLOBAL SELECTION, METZLER CHINA A EQUITY**  
**FUND, METZLER EUROPEAN GROWTH AND METZLER EASTERN EUROPE**

12 December 2019

This Addendum is supplemental to and forms part of the Prospectus in respect of Metzler International Investments Public Liability Limited Company dated 8 August 2019 (the "Prospectus") and the Leaflets in respect of certain sub-funds of the Company, namely, Metzler Euro Corporates Short Term, Metzler Alternative Multi Strategy, Metzler European Smaller Companies, Metzler Global Selection, Metzler China A Share Equity Fund, Metzler European Growth and Metzler Eastern Europe (each a "Leaflet" and together the "Leaflets"). Metzler International Investments Public Limited Company (the "Company") is an umbrella fund which has been authorised by the Central Bank of Ireland (the "Central Bank") pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 as amended from time to time. Metzler Euro Corporates Short Term, Metzler Alternative Multi Strategy, Metzler European Smaller Companies, Metzler Global Selection, Metzler China A Share Equity Fund, Metzler European Growth and Metzler Eastern Europe are sub-funds of the Company (each a "Sub-fund" and together the "Sub-Funds"). The information contained in this Addendum should be read in the context of, and together with, the information contained in the Prospectus and Leaflets and the distribution of this Addendum is not authorised unless accompanied by or supplied in conjunction with a copy of the Prospectus and Leaflets.

The Directors of the Company, whose names appear in section 3.A. of the Prospectus, accept responsibility for the information contained in the Prospectus and this Addendum. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in the Prospectus and this Addendum is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Words and expressions defined in the Prospectus and in the relevant supplements or addendums to the Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Addendum.

**PART A: PROSPECTUS CHANGES**

The following changes are now made to the Prospectus:

## 1. Updates to the definition of 'Recognised Market'

With effect from the date on which the United Kingdom leaves the European Union, the following changes to the Prospectus shall take effect:

The definition of "Recognised Market" in the section entitled 'Interpretation' starting on page 105 of the Prospectus is hereby amended as follows:

- A. by the deletion of paragraph (iii) under the sub-heading 'Stock Exchanges' in its entirety and its replacement with the following text:-

"(iii) a stock exchange located in:

- Australia
- Canada
- Japan
- Hong Kong
- New Zealand
- Switzerland
- United Kingdom
- USA; and"

- B. by the deletion of paragraph (i) under the sub-heading "Markets" in its entirety and its replacement with the following text:

"any over-the-counter market approved in a Member State of the EEA and the United Kingdom (excluding those already listed below)";

- C. by the deletion of paragraph (ii) under the sub-heading "Markets" in its entirety and its replacement with the following text:

"any of the following derivatives markets: any derivatives market approved in a Member State of the EEA (with the exception of Liechtenstein), any derivatives market approved in the United Kingdom, the Australian Securities Exchange Limited via the SFE Corporation Limited, the Australian Options Market and the Sydney Futures Exchange in Australia, the Bolsa de Valores de São Paulo and the Bolsa de Mercadorias e Futuros in Brazil, the Winnipeg Commodity Exchange and the Montreal Futures Exchange in Canada, the Hong Kong Futures Exchange in Hong Kong, the Tokyo Stock Exchange and Osaka Securities Exchange in Japan, the Korea Futures Exchange in Korea, the Singapore Exchange, the South African Futures Exchange, the Eurex Futures Exchange, Zurich in Switzerland, the Taiwan Futures Exchange in Taiwan, the Thailand Futures Exchange in Thailand, the Turkish Derivatives Exchange in Turkey, the American Stock Exchange, the Boston Options Exchange, the CBOE Futures Exchange, the Chicago Board Options Exchange, the Chicago Climate Futures Exchange, the CME Group, the ICE Futures U.S., the IntercontinentalExchange, the International Securities Exchange, the ISE Stock Exchange, the Mercado Mexicano de Derivados in Mexico, the Nasdaq Stock Market, the New York Mercantile Exchange, the NYSE Euronext, OneChicago, the Philadelphia Stock Exchange, the U.S. Futures Exchange in the United States;"

## 2. Risk Factors

The risk factor entitled 'Changes in the UK Political Environment' on page 52 of the Prospectus under the heading 'Risk Factors' shall be deleted in its entirety and replaced with the following text:

### **“Changes in the UK Political Environment**

The terms of any withdrawal of the UK’s membership from the European Union (also known as ‘Brexit’) and the on-going relationship between the UK and the European Union post-Brexit remains uncertain and this uncertainty may impact on the Company and/or the financial markets within which it operates.

Brexit has led to political, legal, tax and economic uncertainty. This may impact on the general economic conditions in the UK and various other countries. It is not yet clear whether and to what extent EU regulations may remain applicable or may be replaced by different UK regulations with respect to the activities of any UK service provider or counterparty utilised by the Company following Brexit or what legal or cooperation arrangements the UK may put in place with the European Union as a result of Brexit. Investors should be aware that Brexit and any associated arrangements, negotiations and notifications and any associated changes to legislation or regulation may introduce potentially significant new uncertainties and instabilities in the financial markets. These uncertainties and instabilities could have an adverse impact on the business, financial condition, results of operations and prospects of the Company and certain of its service providers and counterparties, and could therefore also be detrimental to Shareholders.

Brexit may also adversely affect the ability of UK service providers or UK counterparties to access markets, make investments or enter into agreements (on either their own behalf or on behalf of the Company or a Fund), or continue to work with non-UK counterparties and service providers, all of which may result in increased costs to the Company and/or a Fund. It is possible that UK investors in the Company may be subject to fewer regulatory protections than would otherwise be the case post-Brexit and UK based investors may no longer be allowed to invest in a Fund or may suffer negative consequences from an investment in a Fund.”

#### **3. Update to Appendix 3**

Appendix 3 of the Prospectus (entitled “German Specific Information”) shall be deleted in its entirety and replaced with a new Appendix 3 as set out in Annex I to this addendum.

#### **4. Update to Appendices 7, 8 and 9**

- A. The last paragraph of Appendix 7 of the Prospectus (entitled “Finnish Specific Information”) shall be deleted in its entirety and replaced with the following text:

“The following Funds of Metzler International Investments public limited company are authorised for public marketing in Finland:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Wertsicherungsfonds 90/ Class B and Class C
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98”



- B. The last paragraph of Appendix 8 of the Prospectus (entitled “Norwegian Specific Information”) shall be deleted in its entirety and replaced with the following text:

“The following Funds of Metzler International Investments public limited company are authorised for public marketing in Norway:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98
- Metzler Wertsicherungsfonds 90/Class B and Class C”

- C. The last paragraph of Appendix 8 of the Prospectus (entitled “Swedish Specific Information”) shall be deleted in its entirety and replaced with the following text:

“The following Funds of Metzler International Investments public limited company are authorised for public marketing in Sweden:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98
- Metzler Wertsicherungsfonds 90/Class B and Class C”

## 5. **Annex I**

With effect from the date on which the United Kingdom leaves the European Union, Annex I to the Prospectus (page 66) shall be amended by removing reference to the United Kingdom in the list of European Union Member States (and the reference to ‘28 Member States’ in the first row of the table shall be construed as reading ‘27 Member States’).

## **PART B: LEAFLET CHANGES**

The following changes are now made to the Leaflets:

### 1. **Update to Investment Policy**

With effect from the date on which the United Kingdom leaves the European Union, the following changes to the Leaflets shall take effect:

#### **A) Metzler Global Selection**

The section entitled “Investment Policy” within the Leaflet for Metzler Global Selection is hereby amended by the insertion of the following footnote “<sup>1</sup>” into the six bullet point on page 8:

“AIFs authorised in a Member State of the EEA<sup>1</sup>, the US, Jersey, Guernsey or the Isle of Man and which comply, in all material respects, with the provisions of the UCITS Regulations and the Central Bank Regulations.

footnote

<sup>1</sup>In accordance with the “Notice of Intention: Investment by UCITS and Retail Investor AIFs in UK Investment Funds; Counterparties to OTC derivative instruments entered into by UCITS and Retail AIFs” issued by the Central Bank on 7 March 2019 and subject to any further guidance issued by the Central Bank, the Central Bank does not propose adopting a default position which would treat UK AIFs as an ineligible category of investment fund in which UCITS may invest.”

**B) Metzler China A Share Equity Fund**

The section entitled “Investment Policy” within the Leaflet for Metzler China A Share Equity Fund is hereby amended by the insertion of the following footnote “<sup>1</sup>” into the first paragraph on page 8:

“The Fund can invest up to a maximum of 10% of its net assets in EU<sup>1</sup> regulated and domiciled Investment Funds, which may be open-ended, including for the avoidance of doubt, exchange traded funds. Any such investment shall be in accordance with the requirements of the UCITS Regulations. The Investment Funds in which the Fund will invest will seek to gain exposure to Chinese equity markets.

footnote

In accordance with the “Notice of Intention: Investment by UCITS and Retail Investor AIFs in UK Investment Funds; Counterparties to OTC derivative instruments entered into by UCITS and Retail AIFs” issued by the Central Bank on 7 March 2019 and subject to any further guidance issued by the Central Bank, the Central Bank does not propose adopting a default position which would treat UK AIFs as an ineligible category of investment fund in which UCITS may invest.”

**2. Update to Performance Fee sections**

**Metzler Euro Corporates Short Term, Metzler Alternative Multi Strategy, Metzler European Smaller Companies, Metzler European Growth and Metzler Eastern Europe**

The paragraphs referencing the Benchmark Regulation in the sections entitled “Performance Fee” within the Leaflets for Metzler Euro Corporates Short Term, Metzler Alternative Multi Strategy, Metzler European Smaller Companies, Metzler European Growth and Metzler Eastern Europe are hereby deleted in their entirety and replaced with the following text:

“As at the date of this Leaflet, the benchmark administrator is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).”

***The provisions of the Prospectus and Leaflets as supplemented by this Addendum will apply to the Company and Sub-funds.***

**12 December 2019**

## Annex I

### APPENDIX 3

#### GERMAN SPECIFIC INFORMATION

<b>The following additional information is addressed to potential investors of the Company in Germany. This information specifies and completes the Prospectus as far as sales activities in Germany are concerned.</b>	
Paying and information agent for funds (the " <b>German Paying Agent</b> ") of the Company is:  B. Metzler seel. Sohn & Co. KGaA Untermainanlage 1 60329 Frankfurt am Main Germany  Telefon: (+49 69) 21 04 – 14 14 Telefax: (+49 69) 21 04 – 73 92	
The followings Funds of the Company are authorised for public marketing in Germany:	
1.	Metzler International Growth
2.	Metzler Japanese Equity Fund
3.	Metzler Eastern Europe
4.	Metzler European Smaller Companies
5.	Metzler European Growth
6.	Metzler Global Selection
7.	Metzler Focus Japan
8.	Metzler European Concentrated Growth
9.	Metzler European Small and Micro Cap
1	Metzler Wertsicherungsfonds 90
1	Metzler Euro Corporates Short Term
1	Metzler Alternative Multi Strategy
1	Metzler Wertsicherungsfonds 98
1	Metzler European Dividend Sustainability
1	Metzler Sovereign Select LCR
1	Metzler European Equity Enhanced
1	Metzler Global Equity Enhanced
1	Metzler US Equity Enhanced
1	Metzler Japanese Equity Enhanced
2	Metzler German Equity Enhanced
2	Metzler China A Share Equity Fund
2	Metzler Wertsicherungsfonds 92

The fees and expenses of the German Paying Agent will be charged at normal commercial rates.

As Shares in the Funds will be issued in registered form and no printed individual certificates will be issued by the Company. Redemption and conversion applications for Shares in the Company should be submitted to the Shareholder's depository which holds the Shares in the Company on behalf of the client. These applications can be submitted to the German Paying Agent, the client's domestic credit institution where the client's custody account is held or directly to the Company as applicable. All payments, redemption proceeds, possible distributions and other payments will also be paid to the Shareholders through the German Paying Agent, the client's domestic credit institution where the client's custody account is held / maintained or directly to the client's bank account at the client's designated credit institution as applicable.

Copies of the Prospectus (including the Fund Leaflets), the Key Investor Information Document (the "**KIID**") together with a copy of the Constitution of the Company, the Company's annual and half yearly financial statements and subscription, redemption and conversion prices may be obtained, free of charge, during normal business hours from the office of the German Paying Agent. In addition, shareholders may view the following documents as mentioned in Appendix 2 of the Prospectus at the same office.

Copies of the following documents may be obtained free of charge from the office of the German Paying Agent:

- |         |   |
|---------|---|
| (i)     | the Management Agreement between the Company and Metzler Ireland Limited dated 22 December 1994 (as amended);   |
| (ii)    | the Amended and Restated Depositary Agreement between the Company and Brown Brothers Harriman Trustee Services (Ireland) Limited dated 13 October 2016;   |
| (iii)   | the Investment Management Agreement between the Company, Metzler Ireland Limited and Metzler Asset Management GmbH dated 9 June 2009 (as amended);  |
| (iv)    | the Investment Management Agreement between the Company, Metzler Ireland Limited and T&D Asset Management Co., Ltd. dated 24 May 2004 (as amended);   |
| (v)     | the Investment Management Agreement between the Company, Metzler Ireland Limited and Nissay Asset Management Corporation dated 14 November 2006 (as amended);   |
| (vi)    | the Paying Agent Agreement between the Company, Metzler Ireland Limited and the German Paying Agent dated 14 November 2006 (as amended);  |
| (vii)   | Distribution Agreement between the Manager and Metzler FundServices GmbH (formerly Metzler Servicegesellschaft für Vertriebspartner mbH) dated 7 March 2002 (as amended);   |
| (viii)  | Distribution Agreement between the Manager and Metzler Asset Management GmbH dated 14 February 2014 (as amended) in respect of certain distribution services;   |
| (ix)    | Representation and Paying Agent Agreement between the Company, RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich Branch, the Depositary (acting as Depositary Bank) and the Manager dated 8 February 2017 (as amended); |
| (x)     | Paying Agent Agreement between the Company and Erste Bank der oesterreichischen Sparkassen AG Vienna dated 26 February 2011 (as amended);   |
| (xi)    | Centralising and Financial Agency Agreement between the Company, the Manager and BNP Paribas Securities Services dated 18 February 2013 (as amended);   |
| (xii)   | Paying and Representation Agreement between the Company, the Manager and BNP Paribas Securities Services S.C.A Luxembourg Branch dated 18 February 2013 (as amended);   |
| (xiii)  | Paying Agent Agreement between the Company, the Manager and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch, GTS Financial Institutions dated 18 February 2013 (as amended);  |
| (xiv)   | Paying Agent Agreement between the Company, the Manager and Skandinaviska Enskilda Banken AB, acting through its entity Custody Services SEB Merchant Banking dated 18 February 2013 (as amended);                              |
| (xv)    | Paying Agent and Representative Agreement between the Manager and ALLFUNDS Bank S.A. dated 28 June 2013 (as amended);   |
| (xvi)   | Global Distribution Agreement between ALLFUNDS Bank S.A. and ALLFUNDS International S.A. and the Manager dated 28 June 2013 (as amended);   |
| (xvii)  | the Investment Management Agreement between the Company, Metzler Ireland Limited and China Asset Management (Hong Kong) Limited dated 18 December 2017;   |
| (xviii) | the Central Bank Regulations and the UCITS Regulations; and the Companies Act 2014 and every statute or other provision of law modifying, extending or re-enacting them.  |

Shareholders are hereby advised that the following documents form an integral part of the Prospectus:

- |    |   |
|----|---|
| 1. | the Leaflet in respect of Metzler International Growth dated 8 August 2019; |
| 2. | the Leaflet in respect of Metzler Japanese Equity Fund 8 August 2019;       |

3. the Leaflet in respect of Metzler Eastern Europe dated 8 August 2019;
4. the Leaflet in respect of Metzler European Smaller Companies dated 8 August 2019;
5. the Leaflet in respect of Metzler European Growth dated 8 August 2019;
6. the Leaflet in respect of Metzler Global Selection dated 8 August 2019;
7. the Leaflet in respect of Metzler Focus Japan dated 8 August 2019;
8. the Leaflet in respect of Metzler European Concentrated Growth dated 8 August 2019;
9. the Leaflet in respect of Metzler European Small and Micro Cap dated 8 August 2019;
10. the Leaflet in respect of Metzler Wertsicherungsfonds 90 dated 8 August 2019;
11. the Leaflet in respect of Metzler Euro Corporates Short Term dated 8 August 2019;
12. the Leaflet in respect of Metzler Alternative Multi Strategy dated 8 August 2019;
13. the Leaflet in respect of Metzler Wertsicherungsfonds 98 dated 8 August 2019;
14. the Leaflet in respect of Metzler European Dividend Sustainability dated 8 August 2019;
15. the Leaflet in respect of Metzler Sovereign Select LCR dated 8 August 2019;
16. the Leaflet in respect of Metzler European Equity Enhanced dated 8 August 2019;
17. the Leaflet in respect of Metzler Global Equity Enhanced dated 8 August 2019;
18. the Leaflet in respect of Metzler US Equity Enhanced dated 8 August 2019;
19. the Leaflet in respect of Metzler Japanese Equity Enhanced dated 8 August 2019;
20. the Leaflet in respect of Metzler German Equity Enhanced dated 8 August 2019;
21. the Leaflet in respect of Metzler China A Share Equity Fund dated 8 August 2019;
22. the Leaflet in respect of Metzler Wertsicherungsfonds 92 dated 8 August 2019.

Shareholders are also advised that the following Funds of the Company are managed in such a way to ensure that each such Fund continuously qualifies as an 'Equity Fund', as defined in the German Investment Tax Act 2018 (as amended) ("**GITA 2018**").

1. Metzler International Growth;
2. Metzler Japanese Equity Fund;
3. Metzler Eastern Europe;
4. Metzler European Smaller Companies;
5. Metzler European Growth;
6. Metzler Global Selection;
7. Metzler Focus Japan;
8. Metzler European Concentrated Growth;
9. Metzler European Small and Micro Cap;
10. Metzler European Dividend Sustainability;
11. Metzler European Equity Enhanced
12. Metzler Global Equity Enhanced;
13. Metzler US Equity Enhanced;
14. Metzler Japanese Equity Enhanced;
15. Metzler German Equity Enhanced and
16. Metzler China A Share Equity Fund.

For this purpose, each of the above Funds invests at least 50% of its gross assets on a continuous basis directly (i.e. not by holding Equities (as defined below) via an intermediate company in the legal form of a partnership) into Equities (the 'Equity Fund Capital Participation Threshold', as defined for the purposes of eligibility for the partial exemption tax regime for Equity Funds, according to sections 2 and 20 of GITA 2018. In order to be recognised as Equities for purposes of the Equity Fund Capital Participation Threshold, the Equities need to be owned ("assigned" for German tax purposes) by the relevant Fund (in the case of a securities lending arrangement or swap agreement, for example, the relevant Fund may lose tax ownership of those Equities for German tax purposes if they are subject to such agreements). The gross assets of the Fund are determined by using the value of the assets of the Fund without taking into account liabilities of the Fund.

The Fund is entitled, but not obligated, to utilise simplification rules or rules for equitable relief established by the German tax authorities which are applicable for purposes of the GITA 2018.

Passive violations of the Equity Fund Capital Participation Threshold defined above, caused for instance by unrealized changes in the value of the assets of the Fund, do not result in the loss of the tax status of an Equity Fund, if the Fund undertakes immediately after being informed about this violation feasible and reasonable measures to restore the Equity Fund Capital Participation Threshold.

At the point in time, where the relevant Fund materially violates the investment restrictions described above

and hereby falls below the Equity Fund Capital Participation Threshold or chooses to remove the investment restrictions for an Equity Fund, as defined in the GITA 2018, from this Prospectus, the Fund loses its tax classification as an Equity Fund for the purposes of GITA 2018, as amended. In such a scenario, where the Fund no longer qualifies as an Equity Fund, Shares held by a German tax-resident investor are deemed to be sold and furthermore deemed to be reacquired by such investor on the following dealing day. Taxation of the resulting gain from the fictitious sale of the Shares at investor level is postponed to the date of effective subsequent sale / redemption of Shares held by a German tax-resident investor.

For purposes of the above Equity Fund Capital Participation Threshold, "Equities" mean:

1. Shares of a corporation which are admitted to official trading on a stock exchange or included in an organised market (which is a recognised market and open to the public and which operates in a due and proper manner),
  2. Shares of a corporation, which is not a real estate company and which:
    - a. is resident in a Member State of the European Union or a member state of the European Economic Area (EEA) and is subject to income taxation for corporations in that state and is not exempt from such taxation; or
    - b. is resident in any other state and is subject to an income taxation for corporations in that state at a rate of at least 15% and is not exempt from such taxation,
  3. Fund units of an Equity Fund (being a fund that invests at least 50% of its gross assets on a continuous basis directly into Equities according to its constitution or prospectus), with 51% of the Equity Fund units' value being taken into account as Equities,
- or
4. Fund units of a Mixed Fund (being a fund that invests at least 25% of its gross assets on a continuous basis directly into Equities according to its constitution or prospectus), with 25% of the Mixed Fund units' value being taken into account as Equities.

If the Equity Fund Capital Participation Threshold of an Equity Fund or the Mixed Fund Capital Participation Threshold of a Mixed Fund (both as defined for the purposes of eligibility for the partial exemption tax regime for Equity Funds and for Mixed Funds, according to sections 2 and 20 of GITA 2018, used as a target fund and laid out with binding legal effect for those target funds and for all of their investors in their constitution or prospectus, define a percentage of more than 51 per cent (in case of an Equity Fund) or more than 25 per cent (in case of a Mixed Fund) of its gross assets for the continuous investment into Equities, then differing from paragraphs 3 and 4 above, the Equity Fund or the Mixed Fund, used as a target fund, qualify as an Equity participation by the amount of this higher percentage.

If the relevant Fund invests into units or shares of a target fund, the Fund processes at his level (consolidates) the equity participation ratios of these target funds which are being published in the valuation frequency of each target fund. This consolidation method is only applicable to such target funds which produce a valuation at least once a week.

The equity participation ratios of the Funds are published on each Dealing Day on [www.wm Daten.de](http://www.wm Daten.de), and may be published on [www.metzler.com](http://www.metzler.com) and in such other publication(s) or such electronic media, as the Manager may from time to time consider appropriate.

Due to the fact that the legal situation and / or the opinion of the German fiscal authorities might change, possibly with retrospective effect, between the publication of this Prospectus and any investment decision taken by a German tax resident investor, it is for the German investor to consider the financial consequences of such changes to an investment into the Fund and to consult, if necessary, a qualified tax professional before the investment in the shares of the Fund is made. This information is not exhaustive and does not constitute legal or tax advice.

Shareholders are also advised that the following sub-funds of the Company are in existence:

- |     |   |
|-----|---|
| 1.  | Metzler International Growth;             |
| 2.  | Metzler Japanese Equity Fund;             |
| 3.  | Metzler Eastern Europe;                   |
| 4.  | Metzler European Smaller Companies;       |
| 5.  | Metzler European Growth;                  |
| 6.  | Metzler Global Selection;                 |
| 7.  | Metzler Focus Japan;                      |
| 8.  | Metzler European Concentrated Growth;     |
| 9.  | Metzler European Small and Micro Cap;     |
| 10. | Metzler Wertsicherungsfonds 90;           |
| 11. | Metzler Euro Corporates Short Term;       |
| 12. | Metzler Alternative Multi Strategy;       |
| 13. | Metzler Wertsicherungsfonds 98;           |
| 14. | Metzler European Dividend Sustainability; |
| 15. | Metzler Sovereign Select LCR;             |
| 16. | Metzler European Equity Enhanced;         |
| 17. | Metzler Global Equity Enhanced;           |
| 18. | Metzler US Equity Enhanced;               |
| 19. | Metzler Japanese Equity Enhanced;         |
| 20. | Metzler German Equity Enhanced;           |
| 21. | Metzler China A Share Equity Fund;        |
| 22. | Metzler Wertsicherungsfonds 92            |

Subscription and Redemption Prices shall be published on [www.metzler.com](http://www.metzler.com) on each Dealing Day and may be published on Reuters or Bloomberg or in the Frankfurter Allgemeine Zeitung in Germany and in such other publication(s) or such electronic media, as the Manager may from time to time consider appropriate and notify in advance to Shareholders, and will be available on request from the Manager, whose determination of the Subscription and Redemption Prices shall be conclusive in the absence of manifest error. The publication of possible shareholder notifications will be made in the German electronic Bundesanzeiger and are available from the German Paying Agent.





**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

INVESTMENT COMPANY WITH VARIABLE CAPITAL

AN UMBRELLA FUND WITH SEGREGATED LIABILITY BETWEEN FUNDS

**PROSPECTUS**

8 August 2019

**METZLER EASTERN EUROPE  
METZLER EUROPEAN GROWTH  
METZLER EUROPEAN SMALLER COMPANIES  
METZLER FOCUS JAPAN  
METZLER GLOBAL SELECTION  
METZLER INTERNATIONAL GROWTH  
METZLER JAPANESE EQUITY FUND  
METZLER EUROPEAN SMALL AND MICRO CAP  
METZLER EUROPEAN CONCENTRATED GROWTH  
METZLER WERTSICHERUNGSFONDS 90  
METZLER EURO CORPORATES SHORT TERM  
METZLER ALTERNATIVE MULTI STRATEGY  
METZLER WERTSICHERUNGSFONDS 98  
METZLER EUROPEAN DIVIDEND SUSTAINABILITY  
METZLER SOVEREIGN SELECT LCR  
METZLER EUROPEAN EQUITY ENHANCED  
METZLER GLOBAL EQUITY ENHANCED  
METZLER US EQUITY ENHANCED  
METZLER JAPANESE EQUITY ENHANCED  
METZLER GERMAN EQUITY ENHANCED  
METZLER CHINA A SHARE EQUITY FUND  
METZLER WERTSICHERUNGSFONDS 92**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

### **IMPORTANT NOTICE**

This Prospectus is issued as an offer to investors to subscribe for Shares in METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY (the "**Company**"). Unless defined elsewhere in this Prospectus, all capitalised terms used in this Prospectus shall have the meanings assigned to them in the Section entitled "**Interpretation**" beginning on page 99.

The Company is an investment company (also known as a collective investment scheme) established under the UCITS Regulations which is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments (each such portfolio being a "**Fund**").

Shares are offered solely on the basis of the information and representations contained in this Prospectus. No person is authorised to give any information or make any representation other than those contained in this Prospectus and if given or made such information or representation may not be relied upon as having been authorised by the Company, its Directors or the Manager.

This Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such an offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. No person may treat this Prospectus as constituting an invitation to him unless in the relevant territory such an invitation could lawfully be made to him without compliance with any registration or other legal requirements. It is the responsibility of any person outside Ireland wishing to make an application hereunder to satisfy himself as to full observance of the laws of the relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required or other formalities needing to be observed or transfer or other taxes requiring to be paid in such territory.

The Directors of the Company have taken all reasonable care to ensure that the facts stated herein are true and accurate in all material respects and that there are no other material facts the omission of which would make misleading any statement herein, whether of fact or of opinion.

Statements made in this Prospectus are based on the law and practice currently in force in Ireland and are subject to changes therein.

After publication of an annual or half yearly report of the Company, this Prospectus should be accompanied by, and read in conjunction with, the latest annual report and accounts and any subsequent half yearly report of the Company.

This Prospectus may be translated into other languages provided that any such translation shall only contain the same information and shall have the same meaning as this Prospectus. However, the English version of this Prospectus, alone, is binding.

The Articles of Association of the Company and each published annual and half yearly report and accounts will be available for inspection at the registered office of the Manager. Notwithstanding that each Fund of the Company is and will be treated as bearing its own liabilities, the Company will remain liable as a whole to third parties for all its liabilities.

## **Authorisation**

**The authorisation of this Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of this Prospectus. The authorisation of the Company by the Central Bank shall not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company.**

## **Responsibility**

The Directors of the Company, whose names appear under the heading **"Management and Administration"** on page 3 herein, are the persons responsible for the information contained in this document. To the best of the knowledge and belief of such Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is as at 8 August 2019 in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

## **Investor Responsibility**

**Investors should note that since Transferable Securities may depreciate as well as appreciate in value, no assurance can be given by the Company, the Directors or the Manager or any of the persons referred to in this Prospectus that the Company will attain its objectives. The price of Shares, in addition to the income there from, may decrease as well as increase. Accordingly, an investment should only be made where the investor is in a position to sustain any loss on his or her investment. In addition, the investor should be aware that on any Dealing Day the Subscription Price will be greater than the Redemption Price by an amount reflecting the subscription charge (if any) payable by an investor at the time of subscription. Accordingly, the difference at any one time between the Subscription Price and Redemption Price of Shares means that an investment should be regarded as medium to long term.**

**A redemption charge of up to 2% may be payable upon the redemption of Shares in certain Funds. Where applicable, information in relation to the redemption charge that may apply is set out in the Leaflet for the relevant Fund.**

Investors should also note that a performance related management fee may be payable to the Manager which is based on net realised and net unrealised gains and losses calculated in respect of twelve monthly performance periods. As a result such fees may be paid by the relevant Fund(s) on unrealised gains which may subsequently never be realised. Where applicable, information in relation to the performance related management fee that may apply is set out in Section 6G of the Prospectus and in the Leaflet for the relevant Fund.

## **Risk Factors**

**Investors' attention is drawn to Section 15 of this Prospectus entitled "Risk Factors".**

**If you are in any doubt regarding the action you should take, please consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.**

The Prospectus of this Company was first issued on 23 December 1994.

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## **1. OVERVIEW**

Details of the investment objectives and policies of each of the Funds can be found in the relevant Leaflet for that Fund. Each Leaflet forms an integral part of, and should be read in conjunction with, this Prospectus.

## **2. THE SHARE CAPITAL**

### **A. Structure**

The Company is an investment company with variable capital which was first authorised by the Central Bank on 23 December 1994. The Company now comes within the scope of the UCITS Regulations. Authorisation by the Central Bank does not constitute a warranty as to the performance of the Company and the Central Bank shall not be liable for the performance or default of the Company. The Company is organised as an umbrella fund with segregated liability between Funds.

The Company was incorporated in Ireland as a public limited company on 21 December 1994 with registered number 226624 under the Act. It has an initial authorised capital of €39,000 divided into 30,000 Subscriber Shares of €1.30 each and 500,000,000 Shares of no par value. The 30,000 Subscriber Shares have been issued to the Manager or its nominees to comply with the requirements of the Act. As only Shares can represent an interest in Funds, the Subscriber Shares have no entitlement or interest in such Funds (for further details about Subscriber Shares, see section 2B.)

With the prior approval of the Central Bank, the Company from time to time may create an additional Fund or Funds, the investment policies and objectives for which shall be outlined in the relevant Leaflet.

The Manager will manage each Fund in a way which prudently reflects the risk implicit in a direct investment of a similar nature. Separate books and records will be maintained for each Fund. The assets, liabilities, income and expenditure allocated to each Fund will be separate from those of the other Funds. However, the Company as a whole will remain liable to third parties for all of the liabilities of the Company that are not attributable to a particular Fund.

With the prior approval of the Central Bank the Directors may create different Classes of Shares within each Fund. The Directors may differentiate between the different Classes of Shares within a Fund including, without limitation, as regards the rights, commission charges, currency, entry and exit prices or other characteristics. A separate pool of assets is not maintained for each Class of Share within a Fund. Details of the different Class of Shares within a Fund and the different characteristics applicable to each Class shall be set out in the relevant Leaflet in accordance with the requirements of the Central Bank. The creation of further different Class of Shares within a Fund will be notified to, and cleared in advance by, the Central Bank.

### **B. Subscriber Shares**

As the Subscriber Shares are not Shares (and as such do not represent any interest in a Fund) they do not entitle the holders thereof to participate in the dividends of any Fund. The 30,000 Subscriber Shares

have been issued to the Manager and its nominees to comply with the requirements of the Act. Seven of these Subscriber Shares are fully paid up and the remaining 29,993 of these Subscriber Shares are paid up to the extent of one quarter of their par value (the Manager remains liable to pay the balance outstanding to the Company if called upon to do so) in order for the Company to receive a certificate to commence business from the Registrar of Companies pursuant to the Act.

**C. Funds**

The Company is composed of a number of separately designated Funds. The existing Funds are:

**METZLER EASTERN EUROPE  
METZLER EUROPEAN GROWTH  
METZLER EUROPEAN SMALLER COMPANIES  
METZLER FOCUS JAPAN  
METZLER GLOBAL SELECTION  
METZLER INTERNATIONAL GROWTH  
METZLER JAPANESE EQUITY FUND  
METZLER EUROPEAN SMALL AND MICRO CAP  
METZLER EUROPEAN CONCENTRATED GROWTH  
METZLER WERTSICHERUNGSFONDS 90  
METZLER EURO CORPORATES SHORT TERM  
METZLER ALTERNATIVE MULTI STRATEGY  
METZLER WERTSICHERUNGSFONDS 98  
METZLER EUROPEAN DIVIDEND SUSTAINABILITY  
METZLER SOVEREIGN SELECT LCR  
METZLER EUROPEAN EQUITY ENHANCED  
METZLER GLOBAL EQUITY ENHANCED  
METZLER US EQUITY ENHANCED  
METZLER JAPANESE EQUITY ENHANCED  
METZLER GERMAN EQUITY ENHANCED  
METZLER CHINA A SHARE EQUITY FUND  
METZLER WERTSICHERUNGSFONDS 92**

The exchanges and markets on which the securities are dealt in which these Funds may invest are set out in the definition of Recognised Market.

The initial offer period and the price at which Shares in a Fund will be offered during such initial offer period will be set out in the relevant Leaflet for each Fund. The subscription price for Shares in a Fund shall be determined in accordance with Section 7 of this Prospectus.

The subscription monies in respect of the issue and allotment of Shares will be allocated, together with the relevant assets, liabilities, income and expenditure, to the Fund to which Shares are attributable. If assets or liabilities do not relate to any particular Fund they will generally be allocated to all Funds pro rata according to the Net Asset Value of each of them on the day of allocation.

The currency designation of each Fund will be the Euro unless otherwise set out in the relevant Leaflet.



### **3. MANAGEMENT AND ADMINISTRATION**

#### **A. Board of Directors**

The Directors of the Company are:

Robert Burke was, until 30 May 2005, a partner in McCann FitzGerald, having joined the firm in 1978. Robert Burke is experienced in most areas of company and commercial law in addition to corporate taxation. He qualified as a Chartered Accountant with Price Waterhouse in 1973 and practised as a tax specialist with them until 1978. He is a member of the Foundation for Fiscal Studies (Ireland), the International Fiscal Association, the International Tax Planning Association and the International Bar Association and an Associate Member of the Institute of Taxation in Ireland. Mr. Burke is an Irish resident. Mr. Burke also acts as company secretary for the Company.

Dr. Rainer Matthes joined Metzler in 1993 and since 2000 has acted as a Managing Director of Metzler Asset Management GmbH (MAM). Dr. Matthes joined Metzler as the head of the Quantitative Research and Product Development Department. From 1997 to 2002, he headed the Balanced Portfolio Team and was managed the Applied and Economic Research Teams. In 2002 he was appointed as a Senior Client Relationship Manager specialising in investment advisory, a position he held up until 2014, when he was assigned the role Chief Investment Officer of MAM, overseeing the portfolio management. Dr. Matthes is also a member of the Supervisory Boards of the following group companies: Metzler Asset Management (Japan) Ltd. in Tokyo/Japan and Metzler Ireland Limited in Dublin/Ireland. In addition Dr. Matthes is responsible for Metzler's Chinese activities including the representative office in Beijing. From 1991 to 1993, Dr. Matthes spent two years in the economic research department at the Landesbank Hessen-Thüringen in Frankfurt/Main, Germany, where he was responsible for research on capital markets. After graduating in economics in 1988, Dr. Matthes spent four years at the Institute for Statistics and Econometrics of Johannes Gutenberg University in Mainz, Germany, where he also earned his PhD. At the same time he was a part-time lecturer for descriptive and inductive statistics at the Technical College in Worms, Germany.

Keith Milne is Managing Director of Metzler Ireland Limited. He joined the Metzler Group in 1998 as Fund Accounting Manager of Metzler Ireland Limited, later to become Operations Manager. Mr. Milne worked as a Fund Administrator at Midland Bank Trust Corporation (Cayman) Limited (a member of the HSBC Group) and previously as an Audit Senior specialising in the area of Investment Funds with Coopers & Lybrand (Grand Cayman). Mr. Milne qualified and practised as a Chartered Accountant with Coopers & Lybrand in Dublin. Mr. Milne is an Irish resident.

Damien Owens joined the Metzler Group as the Fund Accounting Manager of Metzler Ireland Limited in 1999, he progressed to IT Services and Back Office Support Manager and was later appointed Operations Manager. Before joining the Metzler Group, Mr. Owens was a Fund Administrator with Korea Exchange Bank (Dublin). Mr. Owens holds a Bachelor of Arts (Hons.) in Accounting and Finance awarded by Dublin City University (DCU) and is a Fellow of the Chartered Association of Certified Accountants (FCCA). Mr. Owens is an Irish resident.

Joachim Treppner joined Metzler as Managing Director for the Master-KVG business in 2006. Up to April 2015 he was responsible for Risk Management, Client Reporting and Client Account Management and in May 2015 he took over responsibility for the backoffice functions of Metzler Asset Management. Before joining Metzler, he worked from 2003 to 2006 for J. P. Morgan Fonds Services GmbH in Frankfurt/Main, Germany, where he was a representative of the Management Board and responsible for client relationship management and controlling external asset managers. Until mid 2005, Mr. Treppner was responsible for fund accounting, fund control, technology and audit in his capacity as managing director. From 1993 to 2003, he worked for SEB Invest GmbH in Frankfurt/Main and was responsible for Business Management. There he was part of the Executive Board for his last five years. Mr. Treppner worked from 1989 to 1993 at Isbank GmbH in Frankfurt/Main and was in charge of the finance, settlement and IT department. At the same time he studied business administration at the Academy of Business and Public Sector Management (VWA). Prior to that, he worked at Raiffeisenbank Nümbrecht eG, Germany, in the role of the COO where he also completed an apprenticeship in banking from 1980 to 1983. In 1987 he earned his Bachelor degree in banking at the Bankakademie in Frankfurt/Main.

Deirdre Yaghootfam was until February 2014, Assistant Director of Metzler FundServices GmbH where she was Head of the Metzler Group's Public Mutual Fund Centre of Competence. Prior to this and until December 2012 she was a Management Consultant specialising in the financial services industry. Until April 2006, she was a Director of Metzler Investment GmbH, Frankfurt am Main and prior to this she was Managing Director of Metzler Ireland Limited, Dublin having joined the Metzler Group in 1995 as Client Relations Manager in the Marketing/Client Acquisition department of Metzler Asset Management GmbH, Frankfurt am Main. Before joining the Metzler Group, she worked as a Fund Administrator at Commerz International Capital Management Fund Management Ltd. in Dublin's International Financial Services Centre. Mrs. Yaghootfam is a first class honours Business Studies graduate of the Michael Smurfit Graduate School of Business, University College Dublin (UCD) and also holds a Bachelor of Arts International degree (hon.) in English and German from UCD and Bergische Universität-Gesamthochschule Wuppertal, Germany. Mrs. Yaghootfam is a German resident.

The number of Directors, unless otherwise determined by the Shareholders, is not to be less than 2. The prior approval of the Central Bank is required for any election or appointment of a Director.

## **B. Manager**

The Company has appointed Metzler Ireland Limited (the "**Manager**") pursuant to a management agreement dated 22 December 1994 (as amended) to be responsible for the overall management and administration of the Company's affairs including the management of the investments and the valuation of the Company's assets. However, in accordance with the management agreement, the Manager has delegated certain of its functions to the Investment Managers and Distributors (see Annex I and the individual Leaflets for further details).

The Manager was incorporated in Ireland as a private limited company on 8 August 1994 with registered number 220548 under the Act. It has an authorised share capital of €600,000 divided into 1,200,000 shares of

€0.50 each. At the date hereof 1,000,000 shares of €0.50 each are in issue which are fully paid up and are owned by B. Metzler seel. Sohn & Co. Holding AG and registered in its name or the names of its nominees. The Manager also acts as manager of Global Opportunities UCITS Umbrella Fund p.l.c. and Metzler Premier Funds p.l.c. UCITS umbrella investment companies. The Manager also acts as manager of Metzler Opportunities Trust and Metzler Global Investments Trust, UCITS umbrella unit trusts, Metzler Fund Solutions p.l.c., a qualifying investor alternative investment fund ("**QIAIF**") umbrella investment company and Metzler Universal Trust, a QIAIF unit trust.

The Secretary of the Manager is Robert Burke.

The Directors of the Manager are:

Robert Burke (for details of Mr. Burke, please see Section 3A in connection with the Directors of the Company).

Keith Milne (for details of Mr. Milne, please see Section 3A in connection with the Directors of the Company).

Damien Owens (for details of Mr. Owens, please see Section 3A in connection with the Directors of the Company).

Dr. Rainer Matthes (for details of Dr. Matthes, please see Section 3A in connection with the Directors of the Company).

Joachim Treppner (for details of Mr. Treppner, please see Section 3A in connection with the Directors of the Company).

Deirdre Yaghootfam (for details of Mrs. Yaghootfam, please see Section 3A in connection with the Directors of the Company).

Under the management agreement the Manager is entitled to purchase any Shares as principal for its own account provided that it does not purchase or offer to purchase any Shares on any Business Day at a price per Share below the prevailing Subscription Price applicable on that Business Day.

No commissions, discounts, brokerage or other special terms have been granted by the Company in relation to the Shares. However, on any issue of Shares the Manager may, out of its own funds, pay commission on applications received through brokers and other professional intermediaries.

#### *Remuneration Policy*

An effective remuneration policy of the Manager (the "**Remuneration Policy**") has been put in place by the Manager which complies with UCITS Regulations and the ESMA Guidelines on sound remuneration policies under the UCITS Directive and the Alternative Investment Fund Managers Directive (the "**Guidelines**").

The Manager believes that the Remuneration Policy is in line with the strategy, objectives, values and interests of the Manager, the Company, the Funds and the Shareholders and includes measures to avoid conflicts of interest.

Furthermore, the Investment Managers (being the entities to which portfolio management activities are delegated by the Manager) are subject to regulatory requirements on remuneration that are equally as effective as those applicable under the Guidelines or are subject to appropriate contractual arrangements in order to ensure that there is no circumvention of the remuneration rules set out in the present guidelines.

Details of the up-to-date remuneration policy of the Manager, including, but not limited to a description of how remuneration and benefits are calculated and the identities of persons responsible for awarding the remuneration and benefits are available by means of a website at [www.metzler-ireland.com](http://www.metzler-ireland.com). In addition, a paper copy will be made available to investors free of charge upon request.

### **C. Depositary**

The Company has appointed Brown Brothers Harriman Trustee Services (Ireland) Limited as its depositary responsible for all of its assets pursuant to the Depositary Agreement. The Depositary is responsible for providing safe custody for all of the Company's assets which are held under the control of the Depositary in a segregated account in the name of the Company and therefore, not available to the creditors of the Depositary, in the event of its insolvency.

The Depositary was incorporated in Ireland as a limited liability company on 29 March 1995 and is a wholly owned subsidiary of Brown Brothers Harriman & Co. The Depositary has been approved by the Central Bank to act as Depositary for the Company. The Depositary was incorporated to provide depositary and custodial services to investment funds such as the Company. Under the terms of the Depositary Agreement the Depositary has full power to delegate the whole or any part of its custodial functions to sub-custodians. The liability of the Depositary will not be affected by the fact that it has entrusted to a third party some or all of the investments of the Company for safe keeping. The parties agree that the Central Bank considers that in order for the Depositary to discharge its responsibility under the UCITS Regulations, the Depositary must (i) ensure that the tasks are not delegated with the intention of avoiding the requirements of the UCITS Regulations, (ii) the Depositary can demonstrate that there is an objective reason for the delegation, (iii) the Depositary (a) exercises all due skill, care and diligence in the selection and the appointment of the third party, (b) carries out periodic reviews and on-going monitoring of the third party and of the arrangements put in place by the third party in respect of the delegation, and (c) continues to exercise all due skill, care and diligence in carrying out such review and monitoring; and (iv) the requirements of Regulation 34A(3) of the UCITS Regulations are met.

The Depositary shall be liable to the Company, or to the Shareholders for the loss of financial instrument held in custody by the Depositary or a third party to whom the custody of financial instruments held in custody has been delegated. The Depositary shall be liable to the Company or to the Shareholders for all other losses suffered by the Company or Shareholders arising from the Depositary's fraud or negligent or intentional failure to properly fulfil its obligations under the UCITS Regulations. The Company indemnifies the Depositary against all actions, proceedings and claims and against all losses, costs, demands and expenses arising therefrom which

may be brought against, suffered or incurred by the Depositary by reason of its performance of its duties under the terms of the Depositary Agreement.

Any party may terminate the Depositary Agreement by giving not less than 90 days notice in writing to the other party in the circumstances set out in the Depositary Agreement.

A list of the delegates and sub-delegates who have been appointed by the Depositary can be found in Appendix 11. Up-to-date information on the identity of the Depositary, a description of the Depositary's duties; a description of any conflicts of interest that may arise; and a description of any safekeeping functions delegated by the Depositary, the list of delegates and sub-delegates and any conflicts of interest that may arise from such delegation will be made available to investors upon request.

#### **D. Description of Investment Managers**

##### *T&D Asset Management Co., Ltd.*

The Manager has delegated to T&D Asset Management Co., Ltd., Japan ("**TDAM**") in respect of the Metzler Japanese Equity Fund its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of the Metzler Japanese Equity Fund. The Company has consented to such delegation.

The Investment Management Agreement between TDAM and the Manager permits the Manager to terminate the appointment of TDAM to the extent that the Manager determines that it intends to perform any or all of the functions delegated by it to TDAM.

TDAM is a Financial Instruments Firm (Head of Kanto Local Finance Bureau (FI) No.357) and a member of the Investment Trusts Association, Japan and the Japan Investment Advisers Association. TDAM is a legal entity of T&D Life Group's asset management division that started business in 1980. T&D Life Group is a financial conglomerate, having life insurance business portfolio as its core businesses. T&D Holdings Inc., established in April 2004, is listed in the first section of the Tokyo Stock Exchange (Security Code: 8795). As at 31 December 2018, TDAM has over 150 employees and approximately JPY 1,734 billion (EUR 13.8 billion) of assets under management. T&D Holdings currently holds 100% of the ownership in TDAM.

##### *Nissay Asset Management Corporation*

The Manager has delegated to Nissay Asset Management Corporation ("**Nissay**") in respect of the Metzler Focus Japan fund its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of Metzler Focus Japan. The Company has consented to such delegation.

The Investment Management Agreement between Nissay and the Manager permits the Manager to terminate the appointment of Nissay to the extent that the Manager determines that it intends to perform any or all of the functions delegated by it to Nissay.

Nissay is a private investment management company incorporated in Japan on 4 April 1995, with offices in Tokyo and Osaka. Nissay is a subsidiary of Nippon Life Insurance Company, which is a major private life insurance company in Japan. As at 31 March 2018, Nissay managed approximately 11.7 trillion Yen worth of assets. Nissay is registered as an investment advisor and investment trust manager, regulated by the Financial Service Agency in Japan.

#### *Metzler Asset Management GmbH*

The Manager has delegated to Metzler Asset Management GmbH ("**MAM**") in respect of certain Funds (namely Metzler European Smaller Companies, Metzler European Growth, Metzler Global Selection, Metzler International Growth, Metzler Eastern Europe, Metzler European Concentrated Growth, Metzler European Small and Micro Cap, Metzler Wertsicherungsfonds 90, Metzler Euro Corporates Short Term, Metzler Alternative Multi Strategy, Metzler Wertsicherungsfonds 98, Metzler European Dividend Sustainability, Metzler Sovereign Select LCR, Metzler European Equity Enhanced, Metzler Global Equity Enhanced, Metzler US Equity Enhanced, Metzler Japanese Equity Enhanced, Metzler German Equity Enhanced and Metzler Wertsicherungsfonds 92 its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of these Funds.

Metzler Asset Management GmbH (MAM) was founded in Frankfurt/Main, Germany in 1987. MAM is a wholly owned subsidiary of B. Metzler seel. Sohn & Co. Holding AG, the parent company of the "Metzler Group".

MAM focuses on the portfolio management of mutual and special alternative investment funds as well as on acquisition and client relationship management. Furthermore, the company advises other German fund investment companies (Kapitalverwaltungsgesellschaften, "KVGs") and it manages discretionary investment management mandates. MAM is also a fund investment company (Kapitalverwaltungsgesellschaft) according to German law and its business purpose is also the administration of mutual funds and "special alternative investment funds" under German investment law.

Collectively, the Asset Management division manages substantial assets for institutional clients, segregated funds and mutual funds.

At the end of December 2018, total assets equalled EUR 46.5 billion, including assets administered within German Master-KVG structures and assets managed by Metzler Asset Management GmbH in the product categories "Equities", "Fixed Income", "Balanced" and "Absolute Return & Capital Preservation Strategies". Metzler Real Estate business is also included.

#### *China Asset Management (Hong Kong) Limited*

The Manager has delegated to China Asset Management (Hong Kong) Limited ("**CAM**") its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of Metzler China A Share Equity Fund.

CAM was established in September 2008 and is a wholly owned subsidiary of China Asset Management Co. Ltd, the largest fund management

company in China in terms of mutual fund assets under management. The Investment Manager is regulated by the Securities and Futures Commission of Hong Kong to provide portfolio management services to clients. Since its establishment, the Investment Manager has gained significant experience in managing collective investment schemes and during this period it has launched domestic and offshore funds which are marketed to Hong Kong and overseas investors. As at 31 December 2018, the Investment Manager had a total of EUR5.38 billion assets under management, among which EUR2.56 billion is in collective investment schemes.

#### **4. INVESTMENT OBJECTIVES**

The sole object for which the Company is established is the collective investment in Transferable Securities and/or other liquid financial assets of capital raised from the public, operating on the principle of risk-spreading. The Company aims to provide investors with the opportunity to invest in a variety of Funds investing in equities, equity related securities and debt securities (such as government and corporate bonds, treasury bills, commercial paper, promissory notes (which shall be freely transferable), fixed interest and floating rate and zero coupon notes and certificates of deposit), all of which are listed or traded on Recognised Markets, open-ended investment funds (as described in Section 5 below) and warrants.

Unless otherwise provided in the relevant Leaflet for a fund, it is intended that each Fund shall be permitted to invest up to 5% of its net assets in securities traded on Russian markets, and such locally traded Russian securities will only be listed or traded on the Moscow Exchange in Russia.

Unless otherwise provided in the relevant Leaflet for a Fund, it is intended that each Fund shall be permitted to invest up to 10% of its net assets in other Investment Funds.

A Fund may also invest in other sub-funds of the Company. Such investment is known as "cross-investment". A Fund may not, however, invest in shares of another sub-fund which itself holds shares in other sub-funds of the Company.

The Company may, within the conditions and limits laid down by the Central Bank, for the purpose of efficient portfolio management, enter into a variety of derivative instruments such as options, futures and forwards, details of which will be set out in the applicable Leaflet for the relevant Fund.

Funds may also utilise derivative instruments for investment purposes and details of such instruments used and the specific strategies for which such instruments are employed in this context will be set out in the applicable Leaflet for the relevant Fund.

**"Efficient portfolio management"**, for these purposes, means an investment decision involving transactions that are entered into for one or more of the following specific aims:

- a reduction of risk;
- a reduction of cost; or

- the generation of additional capital or income for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund and the general provisions of the UCITS Directive.

In the context of efficient portfolio management techniques and/or the use of FDI for hedging or investment purposes, collateral may be received from a counterparty for the benefit of the relevant Fund or posted to a counterparty by or on behalf of the relevant Fund. Any receipt or posting of collateral by the Fund will be conducted in accordance with the requirements of the Central Bank, the Central Bank Regulations and the terms of the Company's collateral policy outlined in Annex IV of Appendix 2.

The Manager shall ensure that all revenues arising from transactions relating to efficient portfolio management shall be returned to the relevant Fund following the deduction of any direct and indirect operational costs and fees arising from such transactions which shall be payable to the relevant counterparty. Details of the relevant counterparties and whether such counterparties are related to the Manager or the Depositary will be disclosed in the annual and interim financial reports for the Company. Such direct and indirect operational costs and fees will not include hidden revenue and will be at normal commercial rates together with VAT, if any, thereon, and will be borne by the Company or the relevant Fund.

The Company will employ a risk management process which will enable it to accurately measure, monitor and manage the various risks associated with derivative positions, and details of this process have been provided to the Central Bank. The Company will not utilise derivative positions which have not been included in the risk management process until such time as a revised risk management process has been submitted and approved by the Central Bank. The Company will provide on request to Shareholders supplementary information relating to the risk management methods employed by the Company including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments of the relevant Fund.

A sophisticated risk measurement technique called relative 'value-at-risk' (VaR) will be used to measure the market risk of the relevant Funds. In accordance with the requirements of the Central Bank, the daily VaR of the relevant Fund may not exceed twice the daily VaR of a comparable derivative-free portfolio or benchmark.

Please see the relevant benchmark indices for VaR calculation purposes disclosed in Annex III of Appendix 2. The Manager may from time to time, in its discretion and subject to the Central Bank's requirements, amend the relevant benchmark index in respect of a Fund and Shareholders will be notified accordingly.

The following relative VaR quantitative standards are applicable in the context of the Company:

- (i) the confidence level must be at least 99%;
- (ii) the holding period is 10 days;
- (iii) the historical observation period must not be less than 1 year;



- (iv) stress tests are carried out monthly and the results are monitored by the Manager. Appropriate stress tests are used to measure any potential major depreciation of the Fund's value as a result of unexpected changes in the risk parameters, to analyse potential situations in which the use of derivative instruments would bring about a loss; and
- (v) back-testing of the Funds is carried out daily, to compare the potential market risk amount calculated by the model to the actual change in the value of the portfolio. The results are monitored by the Manager.

Details regarding anticipated levels of leverage in relation to a particular Fund will be set out in the Leaflet for such a Fund.

The general investment approach to be adopted in respect of the Funds will be to assess conditions within the permitted investment realm to decide market selection, optimum stock selection and timing.

Neither the material provisions of the investment policy nor the investment objectives of each Fund as disclosed in the Leaflet for each Fund may be altered by the Manager without approval on the basis of a majority of the votes cast at a general meeting of Shareholders. In the event of a change of investment objectives or policies a reasonable notification period shall be given to Shareholders by the Manager to enable them, if they choose to do so, to redeem their Shares in the Funds prior to implementation of these changes.

Details of the investment objectives and investment policy of each Fund shall be set out in the Leaflet issued in connection with each respective Fund.

## **5. INVESTMENT RESTRICTIONS OF THE REGULATIONS**

The following restrictions shall apply to the Funds subject to any additional investment restrictions that may be set out in the relevant Leaflet for a particular Fund:

### **5.1 Investments of the Company are confined to:**

- (a) Transferable Securities and Money Market Instruments which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State;
- (b) recently issued Transferable Securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year;
- (c) Money Market Instruments, as defined in the Central Bank Regulations, other than those dealt on a regulated market;
- (d) units of UCITS;
- (e) units of AIFs as set out in the Central Bank's guidance on "UCITS Acceptable Investment in other Investment Funds".

- The Central Bank will permit (subject to the relevant confirmations being provided to the Central Bank by the Manager) investment by UCITS in the following categories of AIFs:
  - (i) schemes established in Guernsey and authorised as Class A Schemes;
  - (ii) schemes established in Jersey as Recognised Funds;
  - (iii) schemes established in the Isle of Man as Authorised Schemes;
  - (iv) Retail Investor AIFs authorised by the Central Bank provided such investment funds comply in all material respects with the provisions of the UCITS Regulations and the Central Bank UCITS Regulations; and
  - (v) AIFs authorised in a Member State of the EEA, the US, Jersey, Guernsey or the Isle of Man and which comply, in all material respects, with the provisions of the UCITS Regulations and the Central Bank UCITS Regulations.
- The consideration of “all material respects” should include, inter alia, consideration of the following:
  - (i) the existence of an independent depositary with similar duties and responsibilities in relation to both safekeeping and supervision;
  - (ii) requirements for the spreading of investment risk including concentration limits, ownership restrictions, leverage and borrowing restrictions, etc.;
  - (iii) availability of pricing information and reporting requirements;
  - (iv) redemption facilities and frequency; and
  - (v) restrictions in relation to dealings by related parties.
- Other jurisdictions and types of AIF may be considered by the Central Bank on the basis of submissions made for that purpose. In assessing any submissions made, the Central Bank will have regard to:
  - (i) memoranda of understanding (bilateral or multilateral), membership of an international organisation of regulators, or other co-operative arrangements (such as an exchange of letters) to ensure satisfactory cooperation between the Central Bank and the competent authority of the AIF;
  - (ii) whether the management company of the target AIF, its rules and its choice of depositary have been approved by its regulator; and

- (iii) whether the AIF is authorised in an OECD jurisdiction.
- (f) deposits with credit institutions; and
- (g) financial derivative instruments.

## 5.2 **Investment Restrictions**

- (a) A Fund may invest no more than 10% its Net Asset Value in Transferable Securities and Money Market Instruments other than those referred to in paragraph 5.1.
- (b) Recently Issued Transferable Securities
  - (1) Subject to paragraph (2) a responsible person shall not invest any more than 10% of assets of a UCITS in securities of the type to which Regulation 68(1)(d) of the UCITS Regulation 2011 apply.
  - (2) Paragraph (1) does not apply to an investment by a responsible person in US Securities known as "Rule 144 A securities" provided that:
    - (i) the relevant securities have been issued with an undertaking to register the securities with the US Securities and Exchanges Commission within one year of issue;
    - (ii) the securities are not illiquid securities i.e. they may be realised by a Fund within seven days at the price, or approximately at the price, at which they are valued by such Fund.
- (c) A Fund may invest no more than 10% of its Net Asset Value in Transferable Securities or Money Market Instruments issued by the same body provided that the total value of Transferable Securities and Money Market Instruments held in the issuing bodies in each of which it invests more than 5% is less than 40%.
- (d) The limit of 10% (in (c)) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Fund invests more than 5% of its Net Asset Value in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the Net Asset Value of the Fund. This must be approved in advance by the Central Bank.
- (e) The limit of 10% (in (c)) is raised to 35% if the Transferable Securities or Money Market Instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.

- (f) The Transferable Securities and Money Market Instruments referred to in (d) and (e) shall not be taken into account for the purpose of applying the limit of 40% referred to in (c).
- (g) A Fund may not invest more than 20% of its Net Asset Value in deposits made with the same credit institution. Deposits with any single credit institution, other than a credit institution specified in Regulation 7 of the Central Bank UCITS Regulations held as ancillary liquidity shall not exceed (i) 10% of Net Asset Value of the Fund; or (ii) where the deposit is made with the Depositary, 20% of the Net Asset Value of the Fund.
- (h) The risk exposure of a Fund to a counterparty to an OTC derivative may not exceed 5% of its Net Asset Value.

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

- (i) Notwithstanding paragraphs (c), (g) and (h) above, a combination of two or more of the following issued by, or made or undertaken with, the same body may not exceed 20% of its Net Asset Value:
  - (i) investments in Transferable Securities or Money Market Instruments
  - (ii) deposits, and/or
  - (iii) risk exposures arising from OTC derivatives transactions.
- (j) The limits referred to in (c), (d), (e), (g), (h) and (i) above may not be combined, so that exposure to a single body shall not exceed 35% of the relevant Fund's Net Asset Value.
- (k) Group companies are regarded as a single issuer for the purposes of (c), (d), (e), (g), (h) and (i). However, a limit of 20% of net assets may be applied to investment in Transferable Securities and Money Market Instruments within the same group.
- (l) A Fund may invest up to 100% of its Net Asset Value in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, its local authorities, non-Member States or public international body of which one or more Member States are members.

The individual issuers will be drawn from the following list:

OECD Governments (provided the relevant issues are investment grade), Government of the People's Republic of China, Government of Brazil (provided the issues are of investment grade), Government of India (provided the issues are of investment grade), Government of Singapore, European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian

Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, Straight-A Funding LLC.

A Fund must hold securities from at least 6 different issues, with securities from any one issue not exceeding 30% of its Net Asset Value.

### **5.3 Investment in Investment Funds**

- (a) A Fund may not invest more than 20% of its Net Asset Value in any one Investment Fund.
- (b) Investment in AIFs may not, in aggregate, exceed 30% of the Net Asset Value of the Fund.
- (c) The underlying Investment Fund in which a Fund invests are prohibited from investing more than 10% of their Net Asset Value in other Investment Fund.
- (d) When a Fund invests in the shares of other Investment Fund that are managed, directly or by delegation, by the Manager or by any other company with which the Manager is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Funds investment in the shares of such other Investment Fund.
- (e) Where by virtue of investment in the units of another Investment Fund, a responsible person, an investment manager or an investment advisor receives a commission on behalf of a Fund (including a rebated commission), the responsible person shall ensure that the relevant commission is paid into the property of the Fund.

### **5.4 Index Tracking Funds**

- (a) A Fund may invest up to 20% of its Net Asset Value in shares and/or debt securities issued by the same body where the investment policy of the Fund is to replicate an index which satisfies the criteria set out in the Central Bank Regulations and is recognised by the Central Bank.
- (b) The limit in (a) may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

### **5.5 General Provisions**

- (a) An investment company, or management company acting in connection with all of the Investment Fund it manages, may not acquire any shares carrying voting rights which would enable it to

exercise significant influence over the management of an issuing body.

(b) A Fund may acquire no more than:

- (i) 10% of the non-voting shares of any single issuing body;
- (ii) 10% of the debt securities of any single issuing body;
- (iii) 25% of the shares of any single Investment Fund;
- (iv) 10% of the Money Market Instruments of any single issuing body.

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

(c) (a) and (b) shall not be applicable to:

- (i) Transferable Securities and Money Market Instruments issued or guaranteed by a Member State or its local authorities;
- (ii) Transferable Securities and Money Market Instruments issued or guaranteed by a non-Member State;
- (iii) Transferable Securities and Money Market Instruments issued by public international bodies of which one or more Member States are members;
- (iv) shares held by a Fund in the capital of a company incorporated in a non-Member State which invests its assets mainly in the securities of issuing bodies having their registered offices in that state, where under the legislation of that state such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that state. This waiver is applicable only if in its investment policies the company from the non-Member State complies with the limits laid down in 5.2(c) to 5.2(k), 5.3(a), 5.3(b), 5.5(a), 5.5(b), 5.5(d), 5.5(e) and 5.5(f), and provided that where these limits are exceeded, paragraphs 5.5(e) and 5.5(f) below are observed;
- (v) shares held by a Fund in the capital of subsidiary companies carrying on only the business of management, advice or marketing in the country where the subsidiary is located, in regard to the repurchase of shares at shareholders' request exclusively on their behalf.

(d) Funds need not comply with the investment restrictions herein when exercising subscription rights attaching to Transferable Securities or Money Market Instruments which form part of their assets.

- (e) The Central Bank may allow recently authorised Funds to derogate from the provisions of 5.2(c) to 5.2(l), 5.3(a), 5.3(b) 5.4(a) and 5.4(b) for six months following the date of their authorisation, provided they observe the principle of risk spreading.
- (f) If the limits laid down herein are exceeded for reasons beyond the control of a Fund, or as a result of the exercise of subscription rights, the Fund must adopt as a priority objective for its sales transactions the remedying of that situation, taking due account of the interests of its Shareholders.
- (g) Neither an investment company, nor a management company or a trustee acting on behalf of a unit trust or a management company of a common contractual fund, may carry out uncovered sales of:
  - (i) Transferable Securities;
  - (ii) Money Market Instruments;
  - (iii) shares of Investment Funds; or
  - (iv) financial derivative instruments.
- (h) A Fund may hold ancillary liquid assets.
- (i) A Fund may acquire real and personal property which is required for the purpose of its business.
- (j) A Fund may not acquire either precious metals or certificates representing them. This does not prevent a Fund from investing in Transferable Securities or Money Market Instruments issued by a corporation whose main business is concerned with precious metals.
- (k) A Fund may invest in warrants on Transferable Securities which warrants are listed or traded on Recognised Markets. Each Fund may invest up to 5% of its Net Asset Value in warrants. Where any Fund invests in excess of 5% of its Net Asset Value in warrants, this will be disclosed in the relevant Leaflet, together with the relevant risk warning as required by the Central Bank Regulations.

## 5.6 Financial Derivative Instruments ("FDIs")

- (a) The global exposure of the Fund relating to FDI must not exceed its total Net Asset Value.
- (b) Position exposure to the underlying assets of FDI, including embedded FDI in Transferable Securities or Money Market Instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank Regulations. (This provision does not apply in the case of index based FDI provided the underlying index is one which meets with the criteria set out in the Central Bank Regulations).
- (c) Funds may invest in FDIs dealt in over-the-counter (OTC) provided that the counterparties to OTC transactions are institutions subject

to prudential supervision and belonging to categories approved by the Central Bank.

- (d) Investments in FDIs are subject to the conditions and limits laid down by the Central Bank.

## **5.7 Borrowing**

In accordance with the Central Bank Regulations a Fund may borrow up to 10% of its Net Asset Value provided that this borrowing is on a temporary basis. The Depositary may give a charge over the assets of the Fund in order to secure such borrowings.

## **6. CHARGES AND EXPENSES**

### **A. Management Fee**

Management fees of up to 2% per annum of the Net Asset Value of each Fund are payable to the Manager in respect of each Class of Share. Different levels of management fee may apply in respect of each Class of Share. Details of such fees shall be set out in the relevant Leaflet for each Fund. The management fee is calculated by reference to the Net Asset Value of the relevant Fund and accrues daily at the Valuation Point and is payable quarterly in arrears. The Manager is entitled to be reimbursed out of the assets of the Company the expenses incurred by it in the performance of its duties as Manager of the Company.

The Manager may also be entitled to a performance fee which is paid out of the assets of the relevant Fund.

The Manager may, from time to time, rebate a portion of its management fee to certain Shareholders at its discretion based on certain criteria including, but not limited to, the strategic importance of the Shareholder (e.g. seed investor) or the size of their investment in funds managed by the Manager.

### **B. Investment Managers Charges**

The Manager will be liable to pay the annual fees and charges of the Investment Managers out of the fees payable to the Manager.

### **C. Depositary Fees**

The Depositary shall be entitled to receive depositary fees ranging from 0.0075% to 0.6% calculated by reference to the market value of the investments that the Fund may make in the relevant market. This fee is payable monthly in arrears. In addition, the Depositary shall be paid an annual trustee fee per Fund not exceeding 0.03% of the Net Asset Value of the Fund. The Depositary is entitled to be reimbursed out of the assets of the Company the expenses (including fees and expenses of sub-custodians and any transaction charges which shall be at normal commercial rates) incurred by it in the performance of its duties as Depositary of the Company.

### **D. Directors' Fees**



The Directors shall be entitled to a fee by way of remuneration for their services at a rate determined by the Directors from time to time but so that the amount of remuneration payable in any one year shall not exceed €2,000 per each Director in respect of each Fund. The Directors may also be reimbursed for expenses incurred in connection with the business of the Company and may, if the Directors so determine, receive additional remuneration for special services rendered to or at the request of the Company. Such fees and expenses shall be payable by the Company.

#### **E. Miscellaneous**

Brokerage commission which, together with the Depositary's fees and fees payable to the Auditors in respect of advice on taxation, will be paid by the Company.

Upon each issue of Shares, no capital duty will be payable.

The Company is responsible for all other normal operating and administrative expenses such as any settlement and stock exchange charges, audit fees, legal expenses and stock exchange listing charges, brokers commissions, securities and unit settlement processing fees and transfer taxes.

The Company is also responsible for all costs incurred in connection with registration to permit or facilitate the sale of Shares of any Fund in any jurisdiction. The Company bears the cost of any fees payable to any regulatory authority in any other country or territory and all such costs and expenses (including legal, tax, reporting, accountancy and other professional charges) incurred in connection with the notification, registration and other requirements of each such regulatory authority and any fees and expenses of local representatives, paying agents or facilities agents in any such other country or territory. The Company also bears the cost of any local taxes in connection with such registration in other jurisdictions.

#### **F. Investment Research Charge**

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU), the Investment Manager in respect of the relevant Fund operates a research payment account ("**RPA**") meaning that the relevant Fund will bear the costs and expenses associated with investment research required in connection with the operation of such Fund.

Details of any such charges shall be set out in the relevant Leaflet for each Fund. Any investment research charge, which is payable to brokers, is calculated by reference to the Net Asset Value of the relevant Fund and accrues daily at the Valuation Point. Upon receipt of an invoice the charge is paid into a research payment account (RPA) which is controlled by the Investment Manager appointed in respect of the relevant Fund.

#### **G. Performance Fee**

In accordance with the Schedule below, the Manager may also be entitled to a performance related management fee (the "**Performance Fee**"). Such a Performance Fee, also referred to as "**Outperformance Fee**", is payable in respect of each Performance Period (as defined below), if the

performance of the relevant Fund (or Class of Shares within the Fund) has relatively outperformed the applicable benchmark for that Fund (or Class) ("**Benchmark**"). Details of the applicable Benchmark are given in the schedule below, such relative outperformance, expressed as percentage points, being the "**Outperformance**". The payment/accrual of Performance Fees are subject to the conditions set out below.

### *Benchmark*

Save as otherwise determined by the Directors, the Benchmark may commonly be a recognised index (e.g., a market index, market indices or a combination thereof) ("**Index Benchmark**") which will be consistent with the investment policy of the Fund.

The Benchmark for each Fund for the Performance Period is set out in the schedule below and will be reviewed by the Manager, the Company and/or the relevant Investment Manager from time to time:

<b>Fund name</b>	<b>Benchmark</b>	<b>Max % of outperformance payable (Participation Rate)</b>	<b>% of outperformance payable (Participation Rate)</b>
Metzler Eastern Europe (Class A Shares only)	MSCI EFM EUROPE and CIS IMI CUSTOM CAPPED NR Index	25%	15%
Metzler European Growth (Class A Shares only)	MSCI Europe Growth net (NDUGE15)	25%	15%
Metzler European Smaller Companies (Class A Shares only)	STOXX Europe Small 200 Index (SCXR)	25%	15%
Metzler Euro Corporates Short Term (Class A Shares only)	ICE BofAML EMU Corporates Non-Financial 1-3 Yr (EN01)	25%	25%
Metzler Alternative Multi Strategy (Class A Shares only)	ICE BofAML Euro Currency 3-Month Deposit Bid Rate Index (L3EC)	15%	15%

Performance fee amounts payable and/or the constituents of a Fund portfolio may be calculated or otherwise determined by reference to an index or a combination of indices. Any such index may constitute a benchmark for the purposes of the Benchmarks Regulation (Regulation (EU) 2016/1011) (the "**Benchmarks Regulation**"). If any such index does constitute such a benchmark, the Fund Leaflet will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to article 36 of the Benchmarks Regulation.

Transitional provisions in the Benchmarks Regulation may have the result that the administrator of a particular benchmark is not required to appear

in the register of administrators and benchmarks at the date of the Fund Leaflet.

The Manager maintains a robust written plan setting out the actions to be taken in the event that a benchmark materially changes or ceases to be provided. This written plan nominates one or several alternative benchmarks that could be referenced to substitute the benchmarks no longer provided, indicating why such benchmarks would be suitable alternatives.

#### *Performance Period*

The Performance Period is a period during which the performance of a Fund (or Class) ("**Fund Performance**") is measured against the performance of the applicable Benchmark ("**Benchmark Performance**"). The Performance Period shall be a twelve month period and shall run from 1 October to 30 September to coincide with the financial year of the Company. However, the Performance Period may be shorter than the financial year in the following circumstances: (1) if there is a change in the Performance Period (for example, during the Performance Period which commenced on 1 January 2008 ended on 30 September 2008); (2) if there is a change of Benchmark during the financial year, in which case a new Performance Period will commence on the effective date of the change of Benchmark and the previous Performance Period will terminate; (3) if a new Fund is introduced during the fiscal year, in which case the Performance Period shall commence on the date of the launch of the Fund or such later date as may be agreed between the Manager, the Company and/or the relevant Investment Manager. Further, for the avoidance of doubt, a Performance Period will automatically terminate at the financial year end and a new Performance Period, where applicable/if relevant, will commence at the beginning of the new financial year.

If the Manager and the Company and/or the relevant Investment Manager agree on a change of the relevant Benchmark during the year, a new Performance Period will start on the effective date of such benchmark change and the previous Performance Period will terminate. Shareholders will be notified of any such change in Benchmark, in advance of such change taking place.

For technical reasons, the performance measurement is based on the NAV per share of the relevant Fund and the Benchmark on the last Business Day prior to the beginning and end dates of the relevant Performance Period. In relation to newly launched Funds, the initial offer price per share will be taken as the starting price for the relevant calculation.

#### **Outperformance Calculation**

The Outperformance of the relevant Fund is calculated as the relative performance between the Fund Performance and the Benchmark Performance, the method of such calculation is described by the following formula:

Relative Outperformance =

$$\frac{((\text{NAV per Share } [t_n] / \text{NAV per Share } [t_0]) * 100)}{(\text{Benchmark Index } [t_n] / \text{Benchmark Index } [t_0])}) - 100$$

$$\text{i.e.} \quad \frac{(\text{the Fund Performance})}{(\text{the Benchmark Performance})} - 100$$

$t_n$  = NAV/Benchmark day

$t_0$  = NAV/Benchmark at end of the preceding Performance Period.

#### **a. Fund Performance**

The Fund Performance in respect of a Performance Period is the difference, expressed as a percentage, between the Net Asset Value per share of the relevant Fund at the beginning of the Performance Period, and the Net Asset Value per share of the relevant Fund on the end of the relevant Performance Period (adjusted for the performance fee accrual, if any, so that the calculation of Fund Performance is unaffected by Performance Fee accruals during the Performance Period).

The Net Asset Value per share, as adjusted for Performance Fee accruals of the relevant Fund at the end of the Performance Period, is also adjusted for any dividends distributed to Shareholders during the Performance Period, if any.

#### **b. Benchmark Performance**

In respect of a Performance Period, the Benchmark Performance is defined as set out below:

*Benchmark Index* means the difference between the level of the Benchmark at the beginning of the Performance Period and at the end of the Performance Period, expressed as a percentage.

#### **Underperformance**

No Performance Fee is payable if the Fund Performance is less than the Benchmark Performance during any Performance Period ("**Underperformance**"). The Underperformance is determined by the negative relative Outperformance as calculated in line with section "**Outperformance Calculation**" and expressed as percentage points. In addition to the methodology set out above, where a Fund uses a high water mark for the purposes of the Performance Fee calculation, further details of such high water mark will be set out in the relevant Leaflet.

Any Underperformance is carried forward to any future Performance Periods and no Performance Fee will become payable in any Performance Period until the Fund has recovered in full any such accumulated Underperformances for previous Performance Periods.

In the case of a change of the Benchmark, any (accumulated unrecovered) Underperformances at the time of the change of the Benchmark are carried forward to the subsequent Performance Period of the relevant Fund.

#### **Performance Fee Base**

The base for the calculation of the Performance Fee payable is the arithmetic average of daily Net Asset Values of the relative Fund during the relevant Performance Period as calculated by the Manager.

The Performance Fee is payable in the base currency of the relevant Fund.

### **Participation Rate**

This is the maximum percentage of Outperformance on which a Performance Fee will be paid to the Manager for a particular Fund (see schedule above).

### **Performance Fee**

The Performance Fee payable is determined by the following formula:

Performance Fee = Relative Outperformance (%) times Participation Rate (%) times Performance Fee Base.

The Performance Fee is exclusive of value added tax (if any).

The performance measurement is based on the NAV per share of the relevant Fund and the Benchmark on the last Business Day prior to the beginning and end dates of the relevant Performance Period. The Performance Fee is payable annually in arrears in the respect of each Performance Period following the verification of the calculation of the Performance Fee by the Depositary following the end of the financial year of the Company.

The performance fee will be calculated and will accrue daily.

### **New Fund**

Where a new Fund is established and a performance fee is payable in respect thereof, the relevant performance fee calculation will be as set out in this section 6G of the Prospectus, unless otherwise specifically provided for in the relevant Leaflet for that Fund.

## **H. Subscription Charge**

A subscription charge payable to the Manager to cover distribution costs of up to 5% of the Net Asset Value of the relevant Shares may be charged on subscription. The subscription charge for each Fund shall be specified in the Leaflet for such Fund.

## **I. Redemption Charge**

A redemption charge payable to the Manager of up to 2% of the Net Asset Value of the relevant Shares may be charged on any redemption. At the date of this Prospectus the Manager does not provide for redemption charges in respect of any of the Funds. Details of any future redemption charges applicable to a Fund shall be specified in the Leaflet for such Fund.

## **J. Equalisation**

All fees accrued by the Funds are subject to a daily equalisation computation. Equalisation is a process which ensures that during the fiscal

year of the Fund the earnings per Share are not diluted by any new share creations nor are they always increased by redemptions. This is achieved by allocating a portion of subscription/reinvestment proceeds corresponding to the net earnings per Share already gained by the Fund to a so-called net earnings equalisation account and in the case of redemptions the redemption proceeds comprise both the redeemer's portion of the total net earnings gained by the Fund and the redeemer's portion of the capital of the Fund.

#### **K. Distributor's Fees**

Each Distributor shall be entitled to the full preliminary charge payable to the Manager on the subscription for Shares in the Company. However, such charge is only payable to the Distributor in respect of investors who have been introduced into the Company by the Distributor. Each Distributor shall also be entitled to be paid by the Manager a portion of the management fee, such amount to be agreed from time to time between the parties.

#### **L. No Double Fees**

If a Fund invests in the units of another Investment Fund, which:

- (a) the Manager or the Investment Manager manages itself either directly or indirectly; or
- (b) is managed by a company with which the Manager or the Investment Manager is related by virtue of:
  - (i) common management,
  - (ii) control, or
  - (iii) a direct or indirect interest of more than 10% of the capital or the votes,

the Manager shall reduce the portion of the management fee to which the Manager would be entitled in respect of that portion of a Fund's assets invested in the Investment Fund. No issue or redemption fee will be charged.

Where a Fund cross-invests or invests in units of an Investment Fund managed by the same management company or by an associated or related company, the manager of the scheme in which the investment is being made must waive the preliminary/initial/redemption charge which it is entitled to charge for its own account.

In respect of any cross-investment, the Manager shall not charge that portion of the management fee to which the Manager would be entitled in respect of that portion of a Fund's assets invested in other sub-funds of the Company.

### **7. ISSUE AND REDEMPTION OF SHARES**

#### **A Form of Shares**

Shares in each Fund will be issued in registered form. Written confirmation of entry in the Shareholder Register will be despatched to the Shareholder

named in the application form or in the case of joint holdings to the Shareholder who is first named in the Shareholder Register. Share certificates shall not be issued.

## **B Issue of Shares**

The Shares in each Fund will be available for subscription on any Dealing Day, except where there is a suspension of issues and redemptions.

Applications for Shares should be submitted to the Company by the Dealing Deadline either

- directly;
- through its authorised agent (namely, B. Metzler seel. Sohn & Co. KGaA for onward transmission to the Manager); or
- through a Recognised Clearing System (for onward transmission to the Manager or authorised agent).

Applications received after the Dealing Deadline may be deemed, at the discretion of the Manager, to be received on the next Business Day. Initial subscriptions may be processed upon receipt of a faxed instruction with the original application form (and supporting money laundering documentation) to follow promptly. Subsequent faxed subscription requests into the Shareholder's account may be processed without a requirement to submit original documentation.

Subscriptions may also be accepted electronically. In the case of initial or subsequent applications submitted by electronic means (including applications submitted via the Society for Worldwide Interbank Financial Telecommunication (SWIFT)) or by fax, it shall not be necessary for the Manager to subsequently receive the original application form provided that the Manager is satisfied that the appropriate controls and procedures are in place to comply with applicable anti-money laundering / counter terrorist financing legislation and to ensure that any risk of fraud associated with the processing of transactions based on such means are adequately mitigated.

Shares will normally be allotted on the following Dealing Day, subject to the Company's acceptance of the application form and receipt within three Business Days of cleared funds (or such longer period as the Manager may determine) in the relevant currency. Any application received after the Dealing Deadline may be deemed to have been received on the following Business Day and may, at the discretion of the Manager, be processed on the next following Dealing Day. Save during a period when issues or redemptions of Shares are suspended a subscription application shall not, without the consent of the Company, be capable of being withdrawn once given.

The Subscription Price is the Net Asset Value per Share, subject to the possible addition of the subscription charge referred to in Section 6I and a rounding (which may be upwards) of the resulting total by not more than 1%, at which the Shares will be allotted on the Dealing Day.

The minimum initial subscription that may apply in respect of each Share Class within each Fund is set out in the Leaflet for the relevant Fund. The minimum initial subscription amount shall not apply to an investment which has been made by the Manager, the Investment Manager or related

group companies or any investment fund managed by the Manager, the Investment Manager or related group companies.

The relevant Net Asset Value per Share for these purposes is the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the relevant Dealing Day.

If the Manager and the Depositary are satisfied that the terms of an exchange are not such as are likely to result in any material prejudice to existing Shareholders, the Manager may, in their absolute discretion, allot Shares on terms providing for settlement to be made by the vesting in the Depositary on behalf of the Company of any securities, bonds or other assets of whatsoever nature and wheresoever situate that may be acquired by the Company in conformity with the UCITS Regulations and the investment objective and investment policy and any investment restrictions of each Fund as determined from time to time by the Manager. The value of the securities to be vested in the Company shall be determined by the Manager on the same basis as that provided for the Articles of Association for determining the Net Asset Value of a Fund. For the avoidance of doubt, Article 15(6)(a) of the Articles of Association provides that, in determining the number of Shares to be issued in exchange for the vesting in the Depositary on behalf of the Company of securities, bonds or other assets, the Subscription Price for such Shares shall be determined in accordance with the provisions setting out how the Subscription Price is determined generally. For the avoidance of doubt, the number of Shares issued shall not exceed the number that would have been issued for the cash equivalent.

Where any subscription monies are not an exact multiple of the Subscription Price per Share of the Fund applied for, a fraction of a Share may be issued at the discretion of the Manager.

The right is reserved by the Manager to reject any application in whole or in part. The issue of Shares may be suspended in the circumstances mentioned in Section 7F of this Prospectus.

Any reference in this Prospectus to the registered address of a Shareholder shall be to his address as shown in the Shareholder Register of the Company, or in the case of joint Shareholders, the address shown therein for the first named of such Shareholders.

Subscription Prices will be published in the manner described in Section 14 and will be available on request from the Manager, whose determination of the Subscription Price shall be conclusive in the absence of manifest error.

In respect of subscription proceeds received in advance of the relevant Dealing Day and until such time as the Shares have been issued to the investor, in the event of the Company or the relevant Fund becoming insolvent, the investor will rank as a general unsecured creditor of the Company or relevant Fund in respect of such subscription proceeds.

#### *Subscriptions via a Recognised Clearing System*

This paragraph is relevant for investors who wish to subscribe for Shares in the Company through a Recognised Clearing System.



The Recognised Clearing System may provide a nominee service for investors purchasing Shares through them and investors may elect to make use of such service pursuant to which the nominee will hold Shares in its name for and on behalf of the investors.

Shares may be issued to and registered in the name of a Recognised Clearing System (or its nominee) nominated by or on behalf of an investor, or third party nominee service provider, as the case may be, that is recognised and accepted by the Manager.

Full instructions (regarding subscription and payments processes) in respect of subscriptions via a Recognised Clearing System may be obtained from the Recognised Clearing System. It is important to note that investors subscribing through a Recognised Clearing System shall be bound by the terms of the Prospectus.

### **C. Redemptions of Shares**

Shares may be redeemed on any Dealing Day save in circumstances where Directors have declared a temporary suspension of redemptions.

In order to redeem all or part of his holding of Shares, a Shareholder must deliver a request for redemption to the Company by the Dealing Deadline either:

- directly;
- through its authorised agent (namely, B. Metzler seel. Sohn & Co. KGaA for onward transmission to the Manager); or
- through a Recognised Clearing System (for onward transmission to the Manager or authorised agent).

Any redemption request received after the Dealing Deadline may be deemed, at the discretion of the Manager, to be received on the next Business Day.

No redemption payment may be made until the original subscription application form has been received and all documentation required by the Manager (including any documents in connection with anti-money laundering procedures) and the appropriate anti-money laundering procedures have been completed. Redemption Requests (as defined below) received by fax will only be processed where payment is made to the account of record.

Redemptions may also be accepted electronically.

Shares will be redeemed on the next Dealing Day. The next Dealing Day is normally the Business Day following the receipt of the application for redemption, unless otherwise determined by the Manager.

The Redemption Price is the Net Asset Value per Share, subject to the possible deduction from the resulting amount of a redemption charge referred to in Section 6J and a rounding (which may be downwards) of this amount by not more than 1%, at which the Shares will be redeemed on the Dealing Day.

The relevant Net Asset Value per Share for these purposes is the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the relevant Dealing Day.

Unless otherwise agreed by the Directors and the Manager, a request for redemption must be made by delivery to the Company or one of its authorised agents of a request in such form as the Directors may from time to time determine (a "**Redemption Request**") specifying the number of Shares of each Fund to be redeemed. Unless a lower number of Shares is specified, a Redemption Request will be taken to apply to all the Shares held by the Shareholder or represented by the appropriate written confirmation of entry in the Shareholder Register.

The Manager is not bound to redeem on any Dealing Day more than 10% of the Net Asset Value of any one Fund. If the number of requests received exceeds that limit, the requests may be reduced proportionately. Any request not redeemed in full on the first applicable Dealing Day following its receipt by the Manager will be carried forward for redemption to each succeeding Dealing Day and will be treated pro rata with any requests received thereafter (i.e. the Company shall treat such requests as if they were received on each subsequent Dealing Day until all of the Shares to which the original request related have been redeemed).

If a Shareholder requests the redemption of part only of his holding of Shares in any Fund and such redemption would, if carried out, leave the Shareholder with less than the Minimum Holding in that Fund the Manager may, if it deems fit, redeem the whole of that Shareholder's holding of Shares in that Fund.

The Redemption Price of such Shares may be satisfied by the Company paying cash or, provided that the Directors or the Manager are satisfied that the terms of any exchange shall not be such as are likely to result in any material prejudice to any remaining Shareholders and with the agreement of the relevant Shareholder, by the Company making an in specie distribution, on such terms and conditions as the Directors and the Manager may specify, to such Shareholder of securities equalling the aggregate Redemption Price (or together with such cash payments when aggregated with the value of the securities being distributed as are equal to such Redemption Price). Where redemption of Shares is to be satisfied by an in specie distribution of securities held by the Company, the Depositary shall transfer such securities as the Manager or its authorised agents shall direct to the Shareholder as soon as practicable after the relevant Dealing Day. All costs and risks of such distribution shall be borne by such Shareholders. For the avoidance of doubt, the number of Shares distributed must not exceed the number that would have been distributed for the cash equivalent.

The redemption proceeds will be paid within 10 Business Days of the Dealing Deadline. Redemption proceeds will be payable in the currency in which the Shares are designated.

In respect of redemption proceeds that are unable to be paid and until such time as the redemption proceeds have been released to the investor, in the event of the Company or the relevant Fund becoming insolvent, the investor will rank as a general unsecured creditor of the Company or relevant Fund in respect of such redemption proceeds.

Redemption Prices will be published in the manner described in Section 14 and will be available on request from the Manager, whose determination of the Redemption Price shall be conclusive in the absence of manifest error.

#### *Redemptions via a Recognised Clearing System*

Full instructions (regarding redemption and settlement processes) in respect of redemptions via a Recognised Clearing System may be obtained from a Recognised Clearing System.

### **D. Compulsory Redemption of Shares**

The circumstances in which Shares may be compulsorily redeemed or transferred are set out below:

- (i) Shares may be compulsorily redeemed or transferred if it comes to the notice of the Manager that those Shares are being owned directly or beneficially by:
  - (A) any person who is in breach of any law or requirement of any country or governmental authority; or
  - (B) any person who shall belong to or be comprised within any class of persons from time to time determined by the Directors;or in circumstances where the status, standing or tax residence of the Company or the Fund is or may be prejudiced or the Company or the Fund may suffer any pecuniary disadvantage which it would not otherwise have suffered.
- (ii) The Directors may compulsorily redeem any holding of Shares in any Fund which falls below the Minimum Holding.
- (iii) The Directors shall have the power upon 30 days' notice to Shareholders of a Fund (or Share Class) to terminate that Fund (or Share Class) on any Dealing Day (i) if the Net Asset Value of the Fund falls to a level that, in the absolute discretion of the Directors, makes the Fund (or Share Class) cease to be economically viable or (ii) for any other reason that the Directors determine, in their absolute discretion, is in the best interests of the Shareholders of a particular Fund (or Share Class) as a whole. The Directors are also entitled to terminate any Fund (or Share Class) with the sanction of a special resolution of the holders of the Shares relating to that Fund (or Share Class).

### **E. Conversion of Shares**

Shareholders may on any Dealing Day, convert all or part of their holding of Shares of any Class (the "**Original Class**") into Shares of another Class (the "**New Class**") by giving notice to the Company, either directly or through its authorised agent, not later than the Dealing Deadline. Any conversion request received after the Dealing Deadline may be deemed, at the discretion of the Manager, to be received on the next Business Day.

Conversion takes place in accordance with the following formula:

$$\text{NSH} = \frac{\text{OSH} \times \text{RP}}{\text{SP}}$$

where NSH is the number of Shares of the New Class;  
OSH is the number of Shares of the Original Class specified in the conversion notice;  
RP is the Redemption Price of a Share of the Original Class;  
SP is the Subscription Price of a Share of the New Class.

The right to convert may be suspended in the circumstances mentioned in Section 7F below, and is conditional on the Company having sufficient available unissued share capital to enable the conversion to be implemented in the manner determined by the Directors.

If compliance with a request for the conversion of part only of a holding of Shares would leave the Shareholder with less than the Minimum Holding in respect of Shares of the Original Class or the New Class, the Directors may, if they think fit, refuse the request for conversion or convert the whole of that Shareholder's holding of Shares of the Original Class.

Where a Shareholder converts from one Fund to a different Fund and the Shares in the different Fund are designated as Shares of different Classes, Shares in the different Fund will be issued as Shares of the relevant Class, as applicable (whether or not the Shares in the original Fund were designated as Shares of different Classes). Where the Shares of the original Fund are designated as Shares of different Classes, and the Shareholder converts to a different Fund (the Shares of which are not designated as Shares of different Classes) the Shares will be issued of the single Class in the New Fund.

No charge shall be levied by the Company upon the Shareholder for any conversion of all or part of such Shareholder's holding of Shares of the Original Class into Shares of another Class.

#### **F. Suspension of Issues, Redemptions and Conversions**

The Directors may at any time declare a temporary suspension of issues, redemption or purchases and conversions of Shares or of any one or more Classes of Shares:

- (a) during any period when any Recognised Market on which a substantial part of the investments of the relevant Fund are quoted, listed or dealt in is closed otherwise than for ordinary holidays;
- (b) during any period when dealings on any such Recognised Market are restricted or suspended;
- (c) during the existence of any state of affairs as a result of which disposal of the investments or other assets of the relevant Fund cannot, in the opinion of the Directors, be effected normally or without seriously prejudicing the interests of the holders of that Class of Shares;

- (d) during any breakdown in the means of communication normally employed in determining the value of net assets of the relevant Fund or when, for any other reason, the value of any assets of the relevant Fund cannot be promptly and accurately ascertained; or
- (e) during any period during which the Depositary is unable to repatriate funds required for making payments due on redemption of Shares or during which the realisation of investments or other assets or the transfer of funds involved in such realisation cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange.

Forthwith after the commencement of any suspension the Directors shall immediately and in any event within the same Business Day notify in writing the Central Bank and the competent authorities in the Member States in which the Company markets its Shares that such a suspension has been made.

Notice of any such suspension in respect of any Class of Shares will be given to any Shareholder tendering his Shares for redemption and will also if possible be published in such publication(s) as the Company has caused Subscription Prices and Redemption Prices to be published during the preceding six months, and notice will be similarly given upon the termination of such suspension.

Unless withdrawn, applications for subscription, redemption and conversion will be considered on the first Dealing Day following the termination of a suspension.

#### **G. Settlement of Transactions through Euroclear/Clearstream, Luxembourg**

Any transaction involving Shares referred to in this paragraph 7 may be effected through Euroclear or Clearstream, Luxembourg, provided that any such transaction shall also conform to the rules and procedures for the time being of Euroclear and Clearstream, Luxembourg, respectively.

#### **H. Prevention of money laundering**

Measures aimed towards the prevention of money laundering may require a detailed verification of the applicant's identity. Depending on the circumstances of each application, a detailed verification might not be required where (i) the applicant makes the payment from an account held in the applicant's name at a recognised financial institution or (ii) the application is made through a recognised Intermediary. These exceptions will only apply if the financial institution or Intermediary referred to above are within a country recognised by Ireland as having equivalent anti-money laundering regulations.

By way of example an individual may be required to produce a copy of a passport or identification card duly certified by a notary public, together with evidence of his/her address such as a utility bill or bank statement and date of birth. In the case of corporate applicants this may require production of a certified copy of the certificate of incorporation (and any

change of name), constitution (or equivalent), the names, occupations, dates of birth and residential and business addresses of all directors.

In the context of money laundering prevention and in compliance with Irish and European regulations applicable thereto, any investor will have to establish its identity to the Company and/or to the Manager. Such measures shall be evidenced when subscribing for Shares and if necessary on an ongoing basis. Redemption or transfer of Shares will only be executed after the identity of the investor and/or the beneficial owner has been established to the complete satisfaction of the Company and/or to the Manager.

The Manager reserves the right to request such information as is necessary to verify the identity of an applicant. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Manager will not be in a position to process the transaction and must reject the application and subscription monies for so long as such information remains outstanding. In such circumstances, the Manager may also be required to discontinue an existing business relationship with an existing customer who, for example, has invested in other funds managed by the Manager in the event that the Manager does not receive such documents and/or information as may be required to meet its legal obligations.

## **8. VALUATIONS OF FUNDS**

The Net Asset Value of Shares of each Fund (or each Class within that Fund, where applicable) will be determined, in the currency of designation of that Fund (or Class within that Fund, where applicable), by the Manager in accordance with the Articles of Association, and as summarised below, as at the Valuation Point for such Business Day. In order to determine the Net Asset Value per Share, the value of all securities and other assets held in the relevant Fund, as adjusted to take account of accrued income, less all the liabilities and accruals attributable to that Fund, will be divided by the total number of Shares of that Class in issue at the Valuation Point.

- (1) The Net Asset Values for each Fund (or attributable to each Class within that Fund) shall be determined separately by reference to the Fund appertaining to that Class of Shares and to each such determination the following provisions shall apply.
- (2) In respect of each Dealing Day the Net Asset Value of each Fund (and any Class within such Fund) shall be determined and shall be equal to the value as at the Valuation Point in respect of that Dealing Day of all the assets, less all the liabilities, of that Fund. The Net Asset Value attributable to each Class of Share of a Fund is divided by the number of Shares of such Class in issue to give the Net Asset Value attributable to each Share of such Class in that Fund.
- (3) The assets of a Fund shall be deemed to include:
  - (a) all cash in hand or on deposit, or on call including any interest accrued thereon;
  - (b) all bills, demand notes, promissory notes and accounts receivables;

- (c) all bonds, certificates of deposit, shares, stock, units in investment funds, debentures, debentures stock, subscription rights, warrants, options and other investments and securities owned and contracted for, (other than rights and securities issued by the Company);
  - (d) all stock and cash dividends and cash distributions which the Directors consider will be received by the Company in respect of the Fund but which have not yet been received by it but have been declared payable to stockholders of record on a date before the day as of which the assets are being valued;
  - (e) all interest accrued on any interest bearing securities forming part of the Fund; and
  - (f) all prepaid expenses relating to that Fund and a proportion of any prepaid expenses relating to the Company generally, such prepaid expenses to be valued and defined from time to time by the Directors.
- (4) Subject to the Act any expense or liability of the Company may be amortised over such period as the Manager (with the approval of the Auditors) may determine (and the Manager may at any time and from time to time determine with the approval of the Auditors to lengthen or shorten any such period), and the unamortised amount thereof at any time shall also be deemed to be an asset of the Company.
- (5) Assets shall be valued by the Manager as follows:
- (a) cash shall be valued at face value (plus accrued interest to the relevant Valuation Point) unless, in the opinion of the Manager, any adjustment is necessary in order to reflect the fair value thereof;
  - (b) save as otherwise herein provided investments or assets listed, quoted or dealt in on a Recognised Market shall be valued, in the case of bonds, at closing bid price and, in the case of equities, at closing mid-market price in each case on the Recognised Market on which these assets are traded or admitted for trading (being the Recognised Market which is the sole or in the opinion of the Manager the principal Recognised Market on which the investment in question is listed, quoted or dealt in). If, in case of bonds, the closing bid prices, or, in the case of equities, the closing mid-market prices are not representative in the sole opinion of the Manager of the value of the assets, the value will be the probable realisation value, estimated with care and in good faith by such competent person as may be appointed by the Manager and approved for the purpose by the Depositary.

For the avoidance of doubt, in the event that activity occurs in any Recognised Market on which substantial assets (as determined by the Manager) of any Fund are listed, quoted or dealt in on a weekday or weekdays falling between the date of any Dealing Deadline and the relevant Dealing Day then the closing mid-market / bid price to be applied in determining the Net Asset Value of such assets shall be such closing mid-market / bid price at the Valuation Point in respect of the first weekday following the Dealing Deadline on which activity occurs in the Recognised Market in question;

- (c) forward foreign exchange contracts will be valued in accordance with paragraph (f) below, or, alternatively by reference to freely available market quotations. If such freely available market quotations are used, there is no requirement to have such prices independently verified or reconciled to the counterparty valuation on a monthly basis. As foreign exchange hedging may be utilised for the benefit of a particular Class of Shares within a Fund, its costs and related liabilities and/or benefits will be reflected in the Net Asset Value per Class for Shares of such Class;
- (d) exchange traded futures and options contracts (including index futures) shall be valued at the settlement price as determined by the market in question. If such market price is not available, the value shall be the probable realisation value estimated with care and in good faith by the Manager or such other competent person appointed by the Manager approved for the purpose by the Depositary;
- (e) derivative instruments dealt in on a market shall be calculated at the settlement price as determined by the market in question, provided that where it is not the practice of the relevant market to quote a settlement price or if such settlement price is not available for any reason, such value shall be the probable realisation value estimated with care and in good faith by the Manager or a competent person approved for the purpose by the Depositary;
- (f) where derivative instruments are not dealt in on a market, their value shall be the daily quotation from the counterparty and which will be verified on a weekly basis by a party independent of the counterparty and approved for the purpose by the Depositary. In accordance with the requirements of the Central Bank, such contracts may also be valued using an alternative valuation, such value determined using an alternative valuation methodology which will be provided by the Company or a competent person appointed by the Company and approved by the Depositary. Where such contracts will be valued using an alternative valuation:
  - (i) the alternative valuation will be produced on a daily basis;
  - (ii) the Manager will follow international best practice and adhere to the principles on valuation of OTC instruments established by bodies such as IOSCO and AIMA;
  - (iii) the alternative valuation is that provided by a competent person appointed by the Manager and approved for the purpose by the Depositary, or a valuation by any other means provided that the value is approved by the Depositary; and
  - (iv) the alternative valuation must be reconciled to the counterparty valuation on at least a monthly basis. Where significant differences arise these must be promptly investigated and explained.
- (g) at any time when prices are not available in respect of assets listed, quoted or dealt in on a Recognised Market in each case on the Recognised Market on which these assets are traded or



admitted for trading (being the Recognised Market which is the sole or in the opinion of the Manager the principal Recognised Market on which the investment in question is listed, quoted or dealt in), the value of the assets will be the probable realisation value estimated with care and in good faith by such competent person as may be appointed by the Manager and approved for the purpose by the Depositary;

- (h) any investments or assets not listed, quoted or dealt in on a Recognised Market shall be valued at the probable realisation value as estimated with care and in good faith by such competent persons as may be appointed by the Manager and approved for the purpose by the Depositary;
  - (i) securities listed or traded on a Recognised Market but acquired or traded at a premium or at a discount outside or off the relevant market may be valued, taking into account the level of premium or discount at the date of the valuation with the approval of a competent person (approved for the purpose by the Depositary). The competent person (having been approved for the purpose by the Depositary) shall ensure that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security;
  - (j) the value of units or shares or other similar participation in any investment fund shall be valued at the latest bid price or, if unavailable, the last available net asset value as published by the investment fund;
  - (k) notwithstanding the foregoing the Manager may permit some other method of valuation to be used for any particular asset if they consider that such valuation better reflects the fair value of that asset, such other method to be approved for such purpose by the Depositary;
  - (l) the value of an asset may be adjusted by the Manager where such an adjustment is considered necessary to reflect the fair value in the context of currency, marketability, dealing costs and/or such other considerations which are deemed relevant.
- (6) Currencies or values in currencies other than in the currency of designation of a particular Fund shall be converted into the currency of designation of such Fund at the rate which the Manager, after consulting with, or in accordance with a method approved by, the Depositary, deems appropriate in the circumstances.
  - (7) For the purpose of valuing the Company's assets as aforesaid the Manager may rely upon the opinions of any person(s) who appear to them to be competent to value assets by reason of any appropriate professional qualification or of experience of any relevant market. Such persons must be approved for the purpose by the Depositary.
  - (8) The liabilities of a Fund shall be deemed to include all liabilities (including charges incurred on the acquisition and realisation of investments and such operating expenses referred to in Article 20(5)(c) of the Articles of Association that the Directors consider to be attributable to a particular Fund, and such amount as the Manager determines to provide in respect

of contingent liabilities) of whatsoever kind and nature except liabilities represented by Shares in the Company. In determining the amount of such liabilities the Directors may calculate any liabilities on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any such period. Where the Manager has created different Classes of Shares within a Fund and have determined that each Class will incur different levels of fees (the details of which shall be set out in a Leaflet to this Prospectus), the Net Asset Value per Class shall be adjusted in order to reflect such different levels of fees payable in respect of each Class.

- (9) Where Classes of Participating Shares denominated in different currencies are created within a Fund and currency hedging transactions are entered into in order to hedge any relevant currency exposure, such transactions will be clearly attributable to the relevant Class of Participating Shares and any costs and gains/losses of the hedging transactions will accrue solely to that Class of Shares. While it is not intended, overhedged or under-hedged positions may arise due to factors outside the control of the Company. If such circumstances do arise, the Company will keep positions under review to ensure that the leverage in respect of the relevant Fund does not exceed the limits set out in the relevant Leaflet for the Fund. Furthermore, the Manager will ensure that materially over-hedged or under-hedged positions will not be carried forward month to month. This strategy may substantially limit Shareholders of a Class of Participating Shares from benefiting if the currency in which that Class of Shares is denominated falls against the base currency of the relevant Fund and/or the currency in which the assets of the Fund are denominated.
- (10) The Net Asset Value of each Fund calculated pursuant to the Articles of Association, may be certified by the Manager or by any other person authorised to give such certificate by the Manager and any such certificate shall be binding and conclusive as to the Net Asset Value of such Fund in the absence of manifest error.

## **9. DIVIDENDS**

The Accounting Date of the Company is 30 September in each year. Once the accounts for the period ending on the relevant Accounting Date have been finalised, the Directors will determine whether and to what extent dividends shall be paid in respect of each Fund and relevant proposals will be made to the annual general meeting of the Company. The Directors also have the power under the Articles of Association to declare interim dividends. For the avoidance of doubt, subject to there being distributable profits available, interim dividends declared and paid by the Fund may be in respect of previous financial years.

The dividend for any particular Class of Shares in a Fund shall be payable out of profits of that Fund available for distribution relating to those Classes designated as distribution share Classes. Profits, for these purposes, may be comprised of net income (income less expenditure) and net realised and unrealised gains (realised and unrealised gains less realised and unrealised losses) attributable to such share Classes. However, the Directors may elect to pay dividends out of net income only and shall not take net gains into account when determining any dividend that might be declared. Income for these purposes shall include, without limitation, interest income and dividend income and any other amounts

treated as income in accordance with the accounting policies of the Company laid down from time to time.

Where the Directors determine that a dividend is payable, it will be payable in respect of those Classes of Shares within a Fund that have been designated as distributing Share Classes.

Dividends, when declared, will be paid within four months after the relevant Accounting Date by bank transfer to the Shareholders. Any dividend unclaimed after six years from the date when it first became payable shall be forfeited automatically and will revert to the relevant Fund without the necessity for any declaration or other action by the Company.

In respect of dividend amounts that are unable to be paid and until such time as such dividend amount has been paid to the Shareholder, in the event of the Company or the relevant Fund becoming insolvent, the Shareholder will rank as a general unsecured creditor of the Company or relevant Fund in respect of such a dividend amount.

## **10. CONFLICTS OF INTEREST**

The Manager, the Investment Managers, the Depositary and their affiliates, officers and shareholders (collectively the "**Parties**") are or may be involved in other financial investment and professional activities which will on occasion cause conflict of interest with the management of this Company. This includes the management of other funds, purchases and sales of securities, investment management counselling, brokerage services and serving as directors, officers, advisers, or agents of other funds or other companies, including companies in which the Company may invest. In particular, it is envisaged that the Manager and the Investment Managers may be involved in managing and/or advising other investment funds and accounts which may have similar or overlapping investment objectives to or with the Company. In addition, it is envisaged that the Investment Managers may, from time to time, be requested to provide valuations in respect of certain of the Company's assets in the calculation of the Net Asset Value of the Company. It should be noted that any fees payable to the Investment Managers will increase as the value of the Company increases. Each of the Parties and the Directors of the Company will respectively ensure that the performance of their respective duties will not be impaired by any such involvement that they may have and that any conflicts which may arise including the allocation of investment opportunities will be resolved fairly.

Any transaction carried out with the Company by the Manager, the Investment Managers, the Depositary and/or associated or group companies of these will be carried out as if effected on normal commercial terms negotiated at arm's length. Transactions will be in the best interests of the Shareholders.

Transactions permitted will be subject to:

- (a) certified valuation by a person approved by the Depositary as independent and competent; or
- (b) execution on best terms on organised investment exchanges under their rules; or

- (c) where (a) and (b) are not practical, execution on terms which the Depositary is satisfied conform to the principle outlined in the previous paragraph.

The Depositary (or in the case of a transaction involving the Depositary, by the Directors) shall document how it complies with paragraphs (a), (b) and (c) above. Where transactions are conducted in accordance with paragraph (c) above, the Depositary (or in the case of a transaction involving the Depositary, by the Directors) shall document its rationale for being satisfied that the transaction conforms with the requirements set out at paragraph (c) above.

## **11. TAXATION**

The following is a summary of Irish tax matters relevant to investors, subscribing for, purchasing, holding, switching or disposing of Shares in the Company and is based on Irish law and the published practices of the Revenue Commissioners of Ireland at the date of this Prospectus. This summary does not consider all aspects of taxation which may be relevant to a prospective Shareholder in light of that particular Shareholder's circumstances. The information given does not constitute legal or tax advice and prospective investors should consult their own professional advisers as to the implications of their subscribing for, purchasing, holding, switching or disposing of Shares under the laws of the jurisdictions in which they may be subject to tax.

### **A. Taxation of the Company**

The Directors have been advised that for as long as the Company is Resident in Ireland for taxation purposes the taxation of the Company is as set out below.

#### **Residence of Company**

The Company will be regarded as Resident in Ireland if its central and effective management and control is exercised in Ireland. The Directors of the Company will make every effort to ensure that the business of the Company will be conducted in such a manner as to ensure that it is Resident in Ireland.

#### **Exemption from tax on income and gains**

As an Investment Undertaking, the Company is not chargeable to Irish tax on income or gains arising to the Company save as described below in connection with gains arising on chargeable events.

#### **Tax on chargeable events**

Tax can arise on the happening of a "**chargeable event**" in relation to the Company. A chargeable event in relation to the Company includes the making of any payment on Shares to a Shareholder by the Company in respect of any distribution, encashment, redemption or repurchase, the appropriation or cancellation of Shares of a Shareholder by the Company, the transfer of Shares by a Shareholder, or the ending of a Relevant Period with respect to Shares held by a Shareholder.

A chargeable event does not include:

- an exchange by a Shareholder, effected by way of an arm's length bargain where no payment is made to the Shareholder, of Shares in the Company for other Shares in the Company;
- an exchange by a Shareholder, effected by way of an arm's length bargain where no payment is made to the Shareholder, of Shares representing one Fund for another Fund of the Company
- any transactions (which might otherwise be a chargeable event) in relation to Shares held in a Recognised Clearing System;
- A transfer by a Shareholder of the entitlement to a Share where the transfer is between spouses or civil partners and former spouses or civil partners, subject to certain conditions;
- the cancellation of Shares arising on a scheme of reconstruction or amalgamation within the meaning of section 739H(1) of the Taxes Act or a scheme of amalgamation within the meaning of section 739HA(1) of the Taxes Act of the Company or other Investment Undertaking(s) subject to certain conditions being fulfilled.

The Company will have no obligation to account for tax in relation to a chargeable event where:

- (i) the chargeable event occurs solely on account of an exchange of Shares arising on a "scheme of amalgamation" within the meaning of section 739D (8C) of the Taxes Act, subject to certain conditions being fulfilled;
- (ii) the chargeable event occurs solely on account of an exchange of Shares arising on a "scheme of migration and amalgamation" within the meaning of section 739D(8D) of the Taxes Act, subject to certain conditions being fulfilled; or
- (iii) the chargeable event occurs solely on account of a "scheme of migration" within the meaning of section 739D(8E) of the Taxes Act, subject to certain conditions being fulfilled;
- (iv) the chargeable event occurs in respect of a Shareholder who is :
  - (A) an Exempt Non-Resident Investor; or
  - (B) an Exempt Irish Investor
 at the time of the chargeable event;
- (v) the chargeable event is the ending of a Relevant Period and:
  - (A) immediately before the chargeable event the value of the number of Shares in the Company, in respect of which any gains arising would be treated as arising to the Company, on the happening of a chargeable event is less than 10% of the value of the total number of Shares in the Company at that time; and

- (B) the Company has made an election, in writing, to the Revenue Commissioners that it will make in respect of each year of assessment a statement (including where it is the case, a statement with a nil amount) to the Revenue Commissioners in electronic format approved by them, on or before 31 March in the year following the year of assessment, which specifies in respect of each Shareholder;
  - (1) the name and address of the Shareholder;
  - (2) the value at the end of the year of assessment of the Shares to which the Shareholder is entitled at that time; and
  - (3) such other information as the Revenue Commissioners may require.

The Company is obliged to notify the Shareholders concerned, in writing, if such an election has been made. Where a Shareholder receives such a notification, that Shareholder is deemed to be a chargeable person for the purposes of sections 951 and 1084 of the Taxes Act and is required to prepare and deliver to the Revenue Commissioners a return of income on or before the specified return date for that chargeable period. The return of income shall include the following details:

- (i) the name and address of the Company; and
- (ii) the gains arising on the chargeable event.

Where none of the relieving provisions outlined above have application, the Company is liable to account for Irish tax on gains arising on chargeable events as follows;

- (i) where the chargeable event relates to a Share held by a Shareholder that is a company and that company has made a declaration to the Company that it is a company and that declaration contains the Irish corporation tax reference number with respect to the company, Irish tax is payable at a rate of 25%; and
- (ii) where (i) above does not apply, Irish tax is payable at the rate of 41%.

To the extent that any tax is paid on a gain arising on a chargeable event that occurs solely as a consequence of the ending of a Relevant Period, such tax will be allowed as a credit or paid by the Company to the Shareholder on the happening of a subsequent chargeable event in connection with the relevant Shares in accordance with the provisions of section 739E of the Taxes Act.

If the Company becomes liable to account for tax if a chargeable event occurs, the Company shall be entitled to deduct from the payment arising on a chargeable event an amount equal to the appropriate tax and/or where applicable (including circumstances where no actual payment is made to a Shareholder, for example upon the ending of a Relevant Period), to appropriate or cancel such number of Shares held by the Shareholder or the beneficial owner of the Shares as are required to meet

the amount of tax payable by that Shareholder. The relevant Shareholder shall indemnify and keep the Company indemnified against loss arising to the Company by reason of the Company becoming liable to account for tax on the happening of a chargeable event if no such deduction, appropriation or cancellation has been made.

Please see the “**Taxation of Shareholders**” section below dealing with the tax consequences for the Shareholders of chargeable events in respect of:

(a) Shareholders who are neither Resident in Ireland nor Ordinarily Resident in Ireland; and

(b) Shareholders who are either Resident in Ireland or Ordinarily Resident in Ireland.

### **Dividend Withholding Tax**

Dividends received by the Company from companies that are Resident in Ireland may be subject to Irish dividend withholding tax, the current rate of which is set out in Annex II hereto. However, as an Investment Undertaking, the Company can make a declaration to the payer of the dividend in a prescribed form so as to enjoy exemption from this withholding tax.

As an Investment Undertaking, the Company is not required to deduct dividend withholding tax from dividend payments made to Shareholders.

Dividends received by the Company on shares issued by companies that are not Resident in Ireland may be subject to foreign withholding tax. Although Directors of the Company will make every effort to ensure that the business of the Company will be conducted in such a manner as to ensure that it is Resident in Ireland and the Company may therefore be treated as a resident of Ireland for the purposes of certain double taxation treaties to which Ireland is a party, there can be no assurance that treaty benefits will be granted to the Company so as to exempt or relieve foreign tax.

If the position changes in the future and the application of a lower rate results in a repayment to the Company the Net Asset Value will not be re-stated and the benefit will be allocated to the existing Shareholders rateably at the time of the repayment.

### **Stamp Duty**

As an Investment Undertaking, no liability in respect of Irish stamp duty will arise in respect of the issue, redemption, sale, conversion, transfer or reissue of Shares in the Company. Where any subscription for or redemption of Shares is satisfied by the in specie transfer of Irish securities or other Irish property, Irish stamp duty may arise on the transfer of such securities or property.

Generally, no Irish stamp duty will be payable by the Company on the conveyance or transfer of stock or marketable securities provided that the stock or marketable securities in question have not been issued by a company incorporated in Ireland and provided that the conveyance or transfer does not relate to any immovable property situated in Ireland or

any right over or interest in such property or to any stocks or marketable securities of a company (other than a company which is an Investment Undertaking or a Qualifying Company) which is incorporated in Ireland.

## **B. Taxation of the Shareholders**

### **Capital Acquisitions Tax**

A disposition of Shares may be subject to Irish capital acquisitions tax. However, as the Company is an Investment Undertaking, a disposition of Shares by a Shareholder is not liable to capital acquisitions tax provided that (a) at the date of the gift or inheritance, the donee or successor is neither domiciled nor ordinarily resident in Ireland for capital acquisitions tax purposes; (b) at the date of the disposition, either the Shareholder disposing of the Shares is neither domiciled nor ordinarily resident in Ireland for capital acquisitions tax purposes or the disposition is not subject to Irish law; and (c) the Shares are comprised in the gift or inheritance at the date of such gift or inheritance and at the valuation date.

A non-Irish domiciled donee or disponent will be treated as not resident or ordinarily resident in Ireland for the purpose of capital acquisitions tax at the relevant date unless that person has been Resident in Ireland for 5 consecutive years of assessment immediately preceding the year of assessment in which the date of the gift or inheritance falls and that person is either Resident in Ireland or Ordinarily Resident in Ireland on that date.

### **Shareholders who are neither Resident in Ireland nor Ordinarily Resident in Ireland**

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder that is an Exempt Non-Resident Investor.

To the extent that a Shareholder is acting as an Intermediary on behalf of persons who are neither Resident in Ireland nor Ordinarily Resident in Ireland no tax will have to be deducted by the Company on the occasion of a chargeable event provided that the Intermediary has made a Relevant Declaration that he/she is acting on behalf of such persons and the Company is not in possession of any information which would reasonably suggest that the information contained therein is no longer materially correct.

Shareholders who are Exempt Non-Resident Investors will not generally be liable to Irish tax in respect of income from their Shares and gains made on the disposal of their Shares. However, a corporate Shareholder that holds Shares in connection with a trading branch or agency of that Shareholder in Ireland may be liable to Irish corporation tax on income from their Shares or gains made on disposals of the Shares.

Where tax is withheld by the Company, for example, because no Relevant Declaration has been filed with the Company by the Shareholder, Irish legislation does not provide for a refund of tax to a Shareholder other than in the following circumstances:



- (a) where the Company, within one year of the making of the return, obtains the Relevant Declaration and can prove to the satisfaction of the Revenue Commissioners that it is just and reasonable for such tax which has been paid, to be repaid to the Company; or
- (b) where a claim is made for a refund of Irish tax under section 189, 189A and 192 of the Taxes Act (relieving provisions relating to incapacitated persons, trusts in relation thereto and persons incapacitated as a result of drugs containing thalidomide).

### **Shareholders who are Resident in Ireland or Ordinarily Resident in Ireland**

#### **Exempt Irish Investors**

The Company will not have to deduct tax on the occasion of a chargeable event in respect of a Shareholder that is an Exempt Irish Investor (provided that the Company is not in possession of any information which would reasonably suggest that the information contained in the Relevant Declaration is no longer materially correct).

Shareholders who are Exempt Irish Investors will not be subject to Irish tax on income from their Shares or gains made on the disposal of their Shares.

#### **Courts Service**

Additionally, where Shares are held by the courts service no tax is deducted by the Company on payments made to the courts service. The courts service will be required to operate the tax on payments to it by the Company when they allocate those payments to the beneficial owners.

#### **Investors who are neither Exempt Non-Resident Investors nor Exempt Irish Investors**

The Company will have to deduct tax on the occasion of a chargeable event in respect of a Shareholder that is neither an Exempt Non-Resident Investor nor an Exempt Irish Investor.

Where a Shareholder receives a payment from which appropriate tax has been deducted and that payment is correctly included in that Shareholder's tax return, no further tax is due.

Where a Shareholder is not a corporate body, is Resident in Ireland and receives a payment in respect of Shares from which tax has not been deducted, the income arising will be taxable at a rate of 41 per cent provided it is correctly included in that Shareholder's tax return.

Where a Shareholder is not a corporate body, is not Resident in Ireland but is Ordinarily Resident in Ireland and receives a payment in respect of Shares from which tax has not been deducted, the income arising may be taxable, and if so, at a rate of 41 per cent provided it is correctly included in that Shareholder's tax return.

Where a Shareholder is a corporate body that is Resident in Ireland and receives a payment in respect of Shares from which tax has not been

deducted the income arising will generally be taxable at a rate of 25 per cent.

However,

- (a) where a Shareholder earns the income in the course of carrying on a trade in Ireland the Shareholder will be taxable on such income or gains as part of that trade, currently at a rate of 12.5 per cent with a set-off against that Shareholder's corporation tax liability for any tax deducted by the Company; and
- (b) where a Shareholder earns the income in the course of carrying on its business as a Qualifying Company the Shareholder will be taxable on such income as part of that business, currently at a rate of 25 per cent with a set-off against that Shareholder's corporation tax liability for any tax deducted by the Company.

Where a currency gain is made by a Shareholder on the disposal of his/her Shares, such Shareholder may be liable to capital gains tax in the year of assessment in which the Shares are disposed.

### **C. Shareholder Reporting**

Pursuant to the provisions of section 891C of the Taxes Act and the Return of Values (Investment Undertakings) Regulations 2013, the Company is required to provide certain information to the Revenue Commissioners in relation to Shareholders other than "excepted unitholders" within the meaning of the relevant Regulations ("**Excepted Shareholders**").

The information to be provided to the Revenue Commissioners is in relation only to Shareholders other than Excepted Shareholders and includes:

- (a) the name, registered address, contact details and tax reference number of the Company;
- (b) the name, address, tax reference number and date of birth (if applicable) of each Shareholder that is not an Excepted Shareholder; and
- (c) the investment number and the value of the investment held by each Shareholder that is not an Excepted Shareholder.

Exempt Irish Investors and Exempt Non-Resident Investors would be Excepted Shareholders for this purpose.

### **Automatic Exchange of Information for Tax Purposes**

Council Directive 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU) ("**DAC2**") provides for the implementation among Member States (and certain third countries that have entered into information exchange agreements) of the automatic exchange of information in respect of various categories of income and capital and broadly encompasses the regime known as the Common Reporting Standard ("**CRS**") proposed by the OECD as a new global standard for the automatic exchange of information between tax authorities in participating jurisdictions.

Under the CRS, governments of participating jurisdictions are required to collect detailed information to be shared with other jurisdictions annually.

CRS is implemented in Ireland pursuant to the Returns of Certain Information by Reporting Financial Institutions Regulations 2015, S.I. 583 of 2015, made under Section 891F of the Taxes Act.

DAC2 is implemented in Ireland pursuant to the Mandatory Automatic Exchange of Information in the Field of Taxation Regulations of 2015, S.I. No. 609 of 2015 made under Section 891G of the Taxes Act.

Pursuant to these Regulations, the Company is required to obtain and report to the Revenue Commissioners annually certain financial account and other information for all non-Irish and non-U.S. new and existing accountholders in respect of their Shares. Such returns are required to be submitted to the Revenue Commissioners with respect to a calendar year on or before the following 30 June. The information includes amongst other things, details of the name, address, taxpayer identification number ("**TIN**"), place of residence and, in the case of accountholders who are individuals, the date and place of birth, together with details relating to payments made to accountholders and their holdings. This information may be shared with tax authorities in other Member States and jurisdictions which implement the CRS.

### **FATCA Implementation in Ireland**

The FATCA provisions of the US Hiring Incentives to Restore Employment Act were enacted to identify US persons either directly investing outside the US or indirectly earning income inside or outside the US by using foreign entities.

The obligations of Irish financial institutions under FATCA are covered by the provisions of the Ireland/US Intergovernmental Agreement ("**IGA**") and the Financial Accounts Reporting (United States of America) Regulations 2014, as amended (the "**Regulations**"). Under the IGA and the Regulations, Irish financial institutions (as defined in the IGA) are required to report annually to the Revenue Commissioners details of its US account holders including the name, address and TIN and certain other details. The Company, in conjunction with assistance from its service providers where necessary, will endeavour to ensure that it satisfies any obligations imposed on it under the IGA and the Regulations.

The Company's ability to satisfy its obligations under the Regulations will depend on each Shareholder in the Company providing the Company with any information, including information concerning the direct or indirect owners of such Shareholders, that the Company determines is necessary to satisfy such obligations. Each Shareholder will agree in its application form to provide such information upon request from the Company. If the Company fails to satisfy its obligations under the Regulations, it may, in certain circumstances, be treated as a Non-Participating Financial Institution by the US Tax Authorities and therefore subject to a 30% withholding on its US source income and any proceeds from the sale of property that could give rise to US source income. Shareholders are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their interest in the Company.

## **12. MEETINGS AND REPORTS**

Holders of Shares are entitled to attend and vote at general meetings of the Company. The Annual General Meeting will normally be held in Ireland within six months of the end of the financial year of the Company. Other general meetings may be held at such time and place as the Directors may determine.

Each financial period of the Company ends on 30 September in each year. Copies of the annual report containing the audited financial statements of the Company in respect of the preceding financial year will normally be sent at least 21 days prior to the Annual General Meeting to the registered address of each holder of registered Shares. Copies of the unaudited half-yearly reports for the period to 31 March in each year will also be available to each Shareholder upon request.

Annual accounts will be submitted to the Central Bank within four months of the end of the financial period to which it relates. Half-yearly accounts will be submitted within two months of the end of the financial period to which it relates.

On a show of hands, every holder of Shares who is present in person or by proxy shall have one vote and, on a poll, every holder of Shares who is present in person or by proxy shall be entitled to one vote in respect of each Share held by him.

### **13. WINDING UP**

The Company may be wound up by a special resolution of the Company passed at a general meeting of the Company. A special resolution requires at least 75% of the votes cast at the meeting to be voted in favour of the resolution in question. The winding up would be governed by the applicable provisions of the Act. The assets available for distribution among the holders of the Shares would be distributed in a winding up in accordance with their respective interests in the respective Funds. The Liquidator may, with the authority of a special resolution, divide among the Shareholders in specie the whole or any part of the assets of the Company. For the avoidance of doubt, if the special resolution referred to above is passed, each Shareholder is entitled to elect on winding-up whether or not he wishes to receive a distribution in specie or a distribution in cash. However, in the absence of a Shareholder electing to receive a distribution in specie on winding-up, such Shareholder shall receive his relevant distribution in cash in accordance with his respective interests in the relevant Funds.

### **14. PUBLICATION OF PRICES**

Subscription and Redemption Prices shall be published on [www.metzler-fonds.com](http://www.metzler-fonds.com) on each Dealing Day and may be published on Reuters or Bloomberg, [www.Fundinfo.com](http://www.Fundinfo.com) in Switzerland and in such other publication(s) or such electronic media, as the Manager may from time to time consider appropriate and notify in advance to Shareholders, and will be available on request from the Manager, whose determination of the Subscription and Redemption Prices shall be conclusive in the absence of manifest error.

Details of the other electronic media which may be used can be obtained from the Manager or its agent. Where Subscription and Redemption Prices

are published by way of electronic media, such Subscription and Redemption Prices shall be kept up to date.

## **15. RISK FACTORS**

### **General**

The investments in the Funds are subject to normal market fluctuations and other risks inherent in investing in securities. The value of investments and the income from them and therefore the value of, and income from, the Shares in the Funds may go down as well as up and an investor may not get back the amount he invests. An investor who redeems Shares after a short period may, in addition, not realise the amount originally invested in view of any subscription charge or redemption charge made on the issue or redemption of Shares and accordingly the investment should be viewed as medium to long term.

### **Currency Risks**

Each Fund's assets may, unless otherwise noted, be invested in securities denominated in currencies other than the relevant currency of such Fund and any income received by such Fund from its investments will be received in the currencies of such investments, some of which may fall in value against the relevant currency of such Fund. Each Fund will compute its Net Asset Value and make any distributions in the denomination of the Shares; there is therefore a currency exchange risk which may affect the value of the Shares to the extent that the Fund makes investments in currencies other than the relevant currency of the Fund.

### **Default Risk**

Investments in fixed income securities, specifically those which are rated below Investment Grade, are subject to the risk that the issuer could default on its obligations and a Fund could sustain losses on such investments. Each Fund will seek to limit such risks by in-depth credit research and careful securities selection but there can be no assurance that a Fund will not acquire securities with respect to which the issuer subsequently defaults.

Below Investment Grade debt securities are speculative and involve a greater risk of default and price changes due to changes in the issuer's creditworthiness. The market prices of these debt securities fluctuate more than Investment Grade debt securities and may decline significantly in periods of general economic difficulty.

The value of a Fund's assets may be affected by uncertainties such as changes in government policies, taxation, currency repatriation restrictions and other developments in the law or regulations of the countries in which a Fund may invest. Legal risk is the risk of loss due to the unexpected application of a law or regulation, or because contracts are not legally enforceable or documented correctly.

### **Derivatives Risk**

A Fund may employ various investment techniques, such as futures, forwards and options (together "**derivatives**") in order to afford the protection of capital or the enhancement of investment returns. These

derivative positions may be executed either on-exchange or over-the-counter. The primary risks associated with the use of such derivatives are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default. These techniques may not always be possible or effective in enhancing returns or mitigating risk.

A Fund's investments in over-the-counter derivatives are subject to the risk of counterparty default. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate. A Fund's investments in derivatives may also be subject to legal risk. Legal risk is the risk of loss due to the unexpected application of a law or regulation, or because contracts are not legally enforceable or documented correctly.

Furthermore, investors should be aware of the following particular risks which arise as a result of a Fund's investment policy with respect to employing FDIs:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions in respect of a Fund are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the relevant Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where a Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the

insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

A Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

A Fund may buy or sell (write) both call options and put options. The relevant Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also

been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Futures Trading**

A Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

A Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

### **Forward Contracts**

A Fund may trade forward contracts in the interbank currency market. Such forward contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

In general, governmental authorities do not regulate trading in forward contracts; 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 or commodities 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 any market traded by the Fund due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which the Investment Manager would otherwise recommend, to the possible detriment of the Fund. Market illiquidity or disruption could result in major losses to the Fund.

### **Highly Volatile Derivative Instruments**

The prices of derivative instruments, including options, are highly volatile. Price movements of forward contracts and other derivative contracts in which a 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 currencies and financial instrument options. The relevant Fund is also subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearing houses.

### **Leverage Risk**

A Fund's use of leverage and derivative instruments can result in certain additional risks. Leveraged investments, by their nature, increase the potential loss to investors resulting from any depreciation in the value of such investments. Consequently, a relatively small price movement in the security underlying a leveraged instrument may result in a substantial loss to the Fund.

### **Liquidity Risk**

It is likely that below Investment Grade securities may offer less liquidity than Investment Grade securities. Accordingly, there may be no readily available market for the timely liquidation of certain investments made by the Funds in such investments.

### **Yield and Market Risk**

Investments in fixed income securities entail certain risks including adverse income fluctuation associated with general economic conditions affecting the fixed income securities market, as well as adverse interest rate changes and volatility of yields. When interest rates decline, the market value of a Fund's fixed income securities can be expected to rise. Conversely, when interest rates rise, the market value of a Fund's fixed income securities can be expected to decline.

### **Cross Liability between Funds**

The Company is established as a segregated portfolio company. As a matter of Irish law, the assets of one Fund will not be available to satisfy the liabilities of another. However, the Company is a single legal entity which may operate or have assets held on its behalf or be subject to claims in other jurisdictions which may not necessarily recognise such segregation. There is no guarantee that the courts of any jurisdiction outside Ireland will respect the limitations on liability associated with segregated portfolio companies nor is there any guarantee that the creditors of one Fund will not seek to enforce such Fund's obligations against another Fund.

### **Cyber Security Risk**

Cyber security breaches may occur allowing an unauthorised party to gain access to assets of the Funds, the Shareholder data, or proprietary information, or may cause the Company, the Investment Manager, or the Depositary to suffer data corruption or lose operational functionality.

The Funds may be affected by intentional cyber security breaches which include unauthorised access to systems, networks, or devices (such as through "hacking" activity); infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or

otherwise disrupt operations, business processes, or website access or functionality. In addition, unintentional incidents can occur, such as the inadvertent release of confidential information (possibly resulting in the violation of applicable privacy laws). A cyber security breach could result in the loss or theft of Shareholder data (including information in relation to identity) or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs. Such incidents could cause the Company, the Investment Manager, the Depositary, or other service providers to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss. Consequently, such incidents could have a material adverse effect on a Fund. In addition, such incidents could affect issuers in which a Fund invests, and thereby cause a Fund's investments to lose value, as a result of which investors, including the relevant Fund and its Shareholders, could potentially lose all or a portion of their investment with that issuer.

### **Data Protection Risk**

In order to maintain security and to prevent processing in infringement of Data Protection Law, the Manager and the Company where acting as a "data controller" are each required to evaluate the risks inherent in the processing and implement measures to mitigate those risks, such as encryption. Such measures are required to ensure an appropriate level of security, including confidentiality, taking into account the state of the art and the costs of implementation in relation to the risks and the nature of the personal data to be protected. Potential investors and Shareholders should be aware that certain data security risks can arise by processing of personal data, such as accidental or unlawful destruction, loss, alteration, unauthorised disclosure of, or access to, personal data transmitted, stored or otherwise processed which may in particular lead to physical, material or non-material damage. There may be instances where processing operations by Manager and the Company are likely to result in a high risk to the rights and freedoms of potential investors or shareholders, however, the relevant data controller will be responsible for the carrying out of a data protection impact assessment to evaluate, in particular, the origin, nature, particularity and severity of any such risk. A personal data breach may, if not addressed in an appropriate and timely manner, result in physical, material or non-material damage to potential investors or Shareholders such as loss of control over their personal data or limitation of their rights, discrimination, identity theft or fraud, financial loss, damage to reputation, loss of confidentiality of personal data protected by professional secrecy or any other significant economic or social disadvantage to the natural person concerned and/or to the Company.

### **Changes in the UK Political Environment**

Following the results of the UK Referendum the financial markets, including currency exchange rates, have experienced volatility and disruption. It is not possible to predict whether such volatility and disruption will continue. Investors should be aware that the result of the 23 June 2016 Referendum and any subsequent negotiations, notifications, withdrawal and changes to legislation may introduce potentially significant new uncertainties and instabilities in the financial markets. These uncertainties and instabilities could have an adverse impact on the business, financial condition, results of operations and prospects of the

Company and certain of its service providers and counterparties, and could therefore also be detrimental to Shareholders.

## **MIFID II**

The package of European Union market infrastructure reforms known as “MiFID II” (Markets in Financial Instruments Directive 2014/65/EU), which entered into effect on 3 January 2018, increases regulation of trading platforms and firms providing investment services, including the Investment Managers.

Among its many reforms, MiFID II has brought in significant changes to pre- and post-trade transparency obligations in respect of financial instruments admitted to trading on EU trading venues, including a new transparency regime for non-equity financial instruments; an obligation to execute transactions in shares and derivatives on a regulated trading venue; and a new focus on regulation of algorithmic and high frequency trading. These reforms may lead to a reduction in liquidity in certain financial instruments, as some of the sources of liquidity exit European markets, and an increase in transaction costs, and, as a consequence, may have an adverse impact on the ability of the Investment Managers to execute the investment program effectively.

New rules requiring unbundling the costs of research and other services from dealing commission and further restrictions on the Investment Manager’s ability to receive certain types of goods and services from brokers may result in an increase in the investment-related expenditure of the Company and/or negatively impact the Investment Manager’s ability to access investment research.

## **EMERGING MARKETS’ RISK FACTORS**

**The Company wishes to draw attention to the following risk factors associated with investment in Emerging Markets.**

### **A. Political Risk**

Investment by the Company in the Emerging Markets may be adversely affected by requirements for approvals, which may be delayed or denied, restrictions on investment and repatriation of investment proceeds, and changes in government policies, regulation, and taxation.

### **B. Regulation and Reporting Risks**

Government regulation and supervision of stock markets, brokers and listed enterprises in certain of the Emerging Markets may not be as extensive as in the countries of the world’s leading stock markets. Furthermore, accounting, auditing and financial reporting standards, practices and disclosure requirements in such countries are not comparable to those applicable to companies quoted on the world’s leading stock markets.

### **C. Currency Risks**

Investments in the Emerging Markets may be made in a variety of currencies, whereas the Net Asset Value of the Company at any time will be computed in Euro. Accordingly, the value of these investments may be

affected favourably or unfavourably by currency exchange rates and exchange control regulations, although the Company may seek to minimise exposure to currency fluctuation to the extent practicable.

**D. Market Risks**

Trading volumes in stock markets in the Emerging Markets can be significantly lower than on the world's leading stock markets and settlement and custody practices in such markets may not be comparable to those of the world's leading stock markets, which may result in fluctuations in the price of Shares in the Company. Also, liquidity may be less than in the world's leading stock markets, resulting in the possibility of delays in the acquisition and disposal of some investments or settlement of such transactions at unfavourable prices.

**E. Liquidity Risks**

It is unlikely that stock exchanges in the Emerging Markets will, in the foreseeable future, offer the liquidity available in more developed securities markets. Accordingly, there may be no readily available market for the timely liquidation of investments made by the Company.

**F. Settlement Risks**

The Company will be exposed to a credit risk on parties with whom it trades in the Emerging Markets. There can be no guarantee of the operation or performance of settlement, clearing and registration of transactions in the Emerging Markets. Where organised securities markets and banking and telecommunications systems are underdeveloped, concerns inevitably arise in relation to settlement, clearing and registration of transactions in securities where these are acquired other than as direct investments. Furthermore, due to local postal and banking systems, no guarantee can be given that all entitlements attaching to quoted and over-the counter traded securities acquired by the Company, including those related to dividends, can be realised.

**G. Custodial Risks**

As the Company may invest in markets where custodial and/or settlement systems are not fully developed, the assets of the Company which are traded in such markets and which have been entrusted to sub-custodians, in circumstances where the use of such sub-custodians is necessary, may be exposed to risk in circumstances whereby the Depositary would have no liability. The Depositary has a sub-custodian network in all of the countries listed in the definition of "**Recognised Market**". Accordingly, the Company has agreed that it will not invest in securities issued or corporations located in other emerging countries until the Depositary is satisfied that it has sub-custodian arrangements in place in respect of such countries. Where the Depositary puts new sub-custodian arrangements in place, such countries will be listed in a revised prospectus.

**H. Foreign Investment Risks**

While the Company will only invest in markets which provide for the freedom of nationalisation and expropriation, such freedoms may be

curtailed unexpectedly upon a change of government or when such nationalisation or expropriation is deemed to be in the public interest. The Company will seek, whenever such freedoms are curtailed, to obtain adequate compensation.

## **RUSSIAN MARKETS' RISK FACTORS**

**The Company wishes to draw attention to the risk factors, associated with investment in Russian markets, which could adversely affect investments made by the Manager in these markets.**

Russian markets require consideration of matters not usually associated with investing in securities of issuers in developed capital markets. Russian markets may present different economic and political conditions from those in western markets, and less social, political and economic stability. The absence, until relatively recently, of any move towards capital markets structures or to a free market economy means investing in Russian markets is more risky than investing in western markets.

The Net Asset Value of a Fund that invests in Russian markets may be affected by uncertainties such as political or diplomatic developments, social instability and religious differences, changes in government policies, taxation and interest rates, currency conversion and repatriation and other political and economic developments in law or regulations in Russian markets and, in particular, the risks of expropriation, nationalisation, confiscation or other taking of assets, debt moratoria and/or debt defaults and changes in legislation relating to the level of foreign ownership in certain sectors of the economy.

There are also other risks associated with investment in Russia. Such risks include a potentially low level of investor protection; poor or opaque corporate governance; legislative risk (that laws may be changed with retrospective and/or immediate effect); and political risk (that the interpretation or method of enforcement of laws may be changed with a consequent and adverse effect on a Fund that invests in Russian markets).

Since investment in Russia carries a high degree of risk, investment in a Fund that invests in Russian markets is only suitable for investors who are aware of the risks of investing in Russia. In particular, it should be appreciated that the legislation, regulations, foreign exchange controls, and tax laws applicable to holders of Russian securities, and their interpretation and application by the relevant authorities, is evolving and may change in the future, and that political or economic change and instability may be more likely to occur and have greater effect on the economics and markets of Russia. Adverse government policies, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other expropriation, nationalisation or other confiscation could also result in a loss to a Fund that invests in Russian markets.

By comparison with more developed securities markets, Russian securities markets are comparatively small, less liquid and more volatile. In addition settlement, clearing and registration procedures may be under-developed enhancing the risks of error, fraud and/or default. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in Russian

markets may not provide the same degree of investor information or protection as would generally apply to major markets.

**As a consequence of the risk factors set out above, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of any of the Funds.**

## **16. APPLICATION PROCEDURE**

Applicants for Shares are advised that applications are considered and Shares are issued subject to the terms and conditions of application set out in Appendix 1 and the provisions of the Constitution of the Company.

To subscribe for Shares an applicant must complete and execute a subscription application form. Subscription application forms shall be in such form as may be prescribed from time to time by the Manager or its agent and shall be available upon request from the Manager or its agent.

Subscription application forms should be sent to the Manager or its agent (namely, B. Metzler seel. Sohn & Co. KGaA for onward transmission to the Manager) at the address set out in the List of Parties and Addresses on page 111 or to a Recognised Clearing System as described on page 105.

If any application is not accepted the amount paid on application will be returned and if any application is accepted for fewer Shares than the number applied for the balance of the amount paid on application will be returned. Any amount thus returned will be without interest and will be sent at the risk of the applicant.

A written confirmation of entry in the Shareholder Register will be despatched to the Shareholder or his nominated agent by post and at the Shareholder's risk within 6 weeks of receipt of the Shareholder's request in writing for its issue.

## **17. REDEMPTION PROCEDURE**

To redeem all or part of a holding of Shares, a Shareholder must deliver a request for redemption to the Manager as described in Section 7C of this Prospectus.

## **18. CONVERSION PROCEDURE**

To convert all or part of a holding of Shares, a Shareholder must deliver a request for conversion to the Manager as described in Section 7E of this Prospectus.

## APPENDIX 1

### TERMS AND CONDITIONS OF APPLICATION

By completing and delivering an application form the applicant(s):

- (i) offer(s) to subscribe for the number of Shares specified in the application form (or such smaller number for which the application is accepted) on and subject to the terms and conditions set out in this Prospectus, the relevant Leaflet and Key Investor Information Document (the "**KIID**") and subject to the Constitution of the Company;
- (ii) authorises the Manager to send written or electronic confirmation of entry in the Shareholder Register for the number of Shares for which the application is accepted, and/or an electronic transfer for any money returnable, at the risk of the person(s) entitled thereto to the bank account details on record and to procure that the applicant's name together with the name(s) of any other joint applicant(s) is/are placed on the Shareholder Register of the Company in respect of such Shares;
- (iii) agrees that completion and delivery of the application form shall constitute a warranty that his remittance will be honoured on first presentation and that any written confirmation of entry in the Shareholder Register and any moneys returnable to him may be retained by the Company pending clearance (where applicable) of the remittance;
- (iv) agrees that all applications, acceptances of applications and contracts resulting therefrom shall be governed by and construed in accordance with the laws of Ireland and further agrees to submit to the exclusive jurisdiction of the Courts of Ireland;
- (v) warrants that, if he signs the application form on behalf of somebody else or on behalf of a corporation, he has due authority to do so and that he and the person on whose behalf he signs are of full age and capacity under the laws of Ireland or under the laws of any other relevant jurisdiction;
- (vi) agrees that the Manager may reject any application in whole or in part without assigning any reason therefor;
- (vii) agrees that he shall not be entitled at any time after acceptance of the application to exercise any remedy of rescission for misrepresentation;
- (viii) confirms that in making such application he is not relying on any information or representations in relation to the Company other than those contained in this Prospectus, relevant Leaflet and KIID and accordingly that no person responsible solely or jointly for this Prospectus or any part thereof shall have any liability for any such other information or representations;
- (ix) warrants that he has observed and complied with all requirements and obtained all consents required for this application to be made in respect of any jurisdiction to which he may be subject;
- (x) warrants that he is of full age and capacity under the laws of Ireland or under the laws of any other relevant jurisdiction;

- (xi) warrants that he agrees to be bound by the terms of the Prospectus, relevant Leaflet and KIID;
- (xii) agrees all redemption requests are dealt with on a forward pricing basis, i.e. by reference to the Redemption Price for Shares calculated at the Valuation Point on the relevant Dealing Day. Applicants will receive a contract note confirming receipt by the Manager of a redemption request but this should not be construed by applicants as confirmation of settlement of redemption monies;
- (xiii) understands that communications furnished to the Company and/or the Manager via Fax, email or SWIFT may get lost, subject to delays, interference by third parties and their confidentiality, security and integrity cannot be guaranteed. The Company and/or the Manager cannot confirm;
  - whether the original document from which a fax was created or the text or other content of any SWIFT or email (or any document or other file attached to an email) was forged, unauthorised, wrongfully altered, or otherwise misused,
  - whether any of the transmission details imprinted automatically on a fax, such as the name of sender, sending' telephone number or the date or time of transmission, are false; and
  - whether any of the transmission details included in a received email or SWIFT, such as the sender's name, the sender's email address, the sender's SWIFT address, the date or time of sending, server details or the route through which the communications travelled are false.

Because of this, the applicant agrees that the Company and/or the Manager cannot accept any liability for loss or damage to me/us resulting from failure to detect such matters in any fax document or email or SWIFT furnished or appearing to have been furnished by the applicant;

- (xiv) understands electronic communications cannot be guaranteed to be error free. The applicant agrees that they will not hold the Company or the Manager liable at any time for any loss incurred;
- (xv) agrees to certify that the investor is not United States Person;
- (xvi) agrees to provide these representations to the Company and/or the Manager at such times as either of them may request and to provide on request such certifications, documents or other evidence as the Company and/or the Manager may reasonably require to substantiate such representations. If the application form is signed under a Power of Attorney, the Power of Attorney or a certified copy thereof must accompany the application form;
- (xvii) agrees to provide the Company and/or the Manager such information as is necessary or appropriate to enable the Company and/or the Manager to comply with applicable laws, regulations and tax rulings;
- (xviii) agrees to abide by Data Protection Law (defined below).

Prospective investors should note that by completing a subscription application form for Shares in a Fund they are providing the Manager and the Company with personal information, which may constitute personal



data within the meaning of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, as may be amended or supplemented and any applicable and legally binding guidance, directions, determinations, codes of practice, circulars, orders, notices or demands issued by any supervisory authority and any applicable national, international, regional, municipal or other data privacy authority or other data protection laws or regulations in any other territory in which the services are provided or received or which are otherwise applicable ("**Data Protection Law**"). The Manager and the Company are data controllers of such personal information within the meaning of the Data Protection Law and undertake to hold any personal information provided by investors in confidence and in accordance with the Data Protection Law. Prospective investors will receive a privacy notice at the time of completion of the subscription application form, setting out the basis on which any such personal data is held by the Manager and the Company.

- (xix) agrees to contact the Manager immediately in the event that any of the terms and conditions as outlined above (i-xviii) can no longer be met or accepted by the applicant, or in the event any of the details provided in the due diligence documentation initially furnished by the relevant change i.e., change of address, change of bank details etc.

In the event the terms and conditions as outlined above (i-xix) are not met by the applicant or if there is a delay or failure to provide the required documents by the applicant, the subscription or redemption request will be subject to delays and may not be accepted. Neither the Company nor the Manager can be held liable for the delay or non-execution of transactions when the applicant has not provided the documents or has provided incomplete documents. Shareholders may also be asked to provide additional or updated documents in accordance with the obligations for on-going control and supervision in accordance with applicable laws and regulations.

If the application form is signed under a Power of Attorney, the Power of Attorney or a certified copy thereof must accompany the application form.

## APPENDIX 2

### GENERAL INFORMATION

1. At the date hereof, the Company is not engaged in any litigation or arbitration and no litigation or claim is known to the Directors to be pending or threatened against the Company.
2. There are no existing or proposed service contracts between any of the Directors and the Company but the Directors may receive remuneration as provided in the Articles of Association.
3. The following contracts which involve the payment of certain fees and expenses and which are or may be material have been entered into otherwise than in the ordinary course of business:
  - (a) Management Agreement dated 22 December 1994 (as amended) between the Company and the Manager whereby the Manager agreed to manage the business of the Company. The Agreement is terminable on 6 months' notice by either party.
  - (b) Amended and Restated UCITS Depositary Agreement dated 13 October 2016 between the Company, the Manager and Brown Brothers Harriman Trustee Services (Ireland) Limited whereby the latter was appointed as Depositary of the Company's Assets.
  - (c) Investment Management Agreement dated 9 June 2009 (as amended) between the Company, the Manager and Metzler Asset Management GmbH (for the purposes of this paragraph, the "**Investment Manager**") under which the Investment Manager agreed to provide discretionary investment management services to the Manager. The Agreement is terminable on 3 months' notice by any party. The Manager shall indemnify and keep indemnified the Investment Manager from and against any and all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Investment Manager in its capacity as investment manager to the Company in relation to the Company's assets other than expenses incurred by the Investment Manager for which it is responsible or which losses arise due to the breach of the Agreement, fraud, bad faith, negligence or wilful default of the Investment Manager.
  - (d) Investment Management Agreement dated 24 May 2004 (as amended) between the Company, the Manager and T&D Asset Management Co. Ltd., Japan (for the purposes of this paragraph, the "**Investment Manager**") under which the Investment Manager has agreed to act as investment manager with respect to the assets of the Metzler Japanese Equity Fund (for the purposes of this paragraph, the "**Fund**"). The Agreement is terminable on not less than 3 months' written notice by any party. The Investment Manager shall use its best efforts and judgement and due care in carrying out its duties under the Agreement provided however that the Investment Manager shall not be liable to the Manager or to the Company or otherwise for any error of judgement or for any loss suffered by the Manager or the Company or any of the shareholders of the Company in connection with the subject matter

of the Agreement unless such loss arises from fraud, bad faith, negligence or wilful default in the performance of the Investment Manager's duties. The Manager shall indemnify and keep indemnified the Investment Manager from and against any and all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Investment Manager in its capacity as investment manager to the Manager in relation to the Fund's Investments other than expenses incurred by the Investment Manager for which it is responsible. The Investment Manager may buy, hold and deal in Shares of the Company, buy and sell securities from and to the Company and buy, hold and deal in any investments of any kind, nature or description whatsoever notwithstanding that similar investments may be held by the Company.

- (e) Investment Management Agreement dated 14 November 2006 (as amended) between the Company, the Manager and Nissay Asset Management Corporation (for the purposes of this paragraph, the "**Investment Manager**") under which the Investment Manager has agreed to act as investment manager with respect to the assets of Metzler Focus Japan (for the purposes of this paragraph, the "**Fund**"). The agreement is terminable on not less than 3 months' written notice by any party. The Investment Manager shall use its best efforts and judgment and care in carrying out its duties under the Agreement provided however that the Investment Manager shall not be liable to the Manager or the Company or otherwise for any error of judgement or for any loss suffered by the Manager or the Company or any of the shareholders of the Company in connection with the subject matter of the Agreement unless such loss arises from fraud, bad faith, negligence or wilful default in the performance of the Investment Manager's duties. The Manager shall indemnify and keep indemnified the Investment Manager from and against any and all liabilities, obligations, losses, damages, suits and expenses which may be incurred by or asserted against the Investment manager in its capacity as investment manager to the Manager in relation to the Fund's Investments other than expenses incurred by the Investment Manager for which it is responsible. The Investment Manager may buy, hold and deal in Shares of the Company, buy and sell securities from and to the Company and buy, hold and deal in any investments of any kind, nature or description whatsoever notwithstanding that similar investments may be held by the Company.
- (f) Investment Management Agreement dated 18 December 2017 between the Company, the Manager and China Asset Management (Hong Kong) Limited (for the purposes of this paragraph, the "**Investment Manager**") under which the Investment Manager has agreed to act as investment manager with respect to the assets of the Metzler China A Share Equity Fund (for the purposes of this paragraph, the "**Fund**"). The agreement is terminable on not less than 3 months' written notice by any party. The Investment Manager shall use its best efforts and judgment and care in carrying out its duties under the agreement provided however that the Investment Manager shall not be liable to the Manager or the Company or otherwise for any error of judgement or for any loss suffered by the Manager or the Company or any of the shareholders of the Company in connection with the subject matter

of the agreement unless such loss arises from fraud, bad faith, negligence or wilful default in the performance or non-performance of the Investment Manager's duties. The Manager shall indemnify and keep indemnified the Investment Manager from and against any and all claims, actions, proceedings, damages, losses, liabilities, costs and expenses which may be incurred by or asserted against the Investment Manager in its capacity as investment manager to the Manager in relation to the Fund's Investments other than expenses incurred by the Investment Manager for which it is responsible. The Investment Manager may buy, hold and deal in Shares of the Company, buy and sell securities from and to the Company and buy, hold and deal in any investments of any kind, nature or description whatsoever notwithstanding that similar investments may be held by the Company.

- (g) B. Metzler seel. Sohn & Co. KGaA, Germany was appointed on 18 November 2002 as Paying Agent for Germany. A revised agreement dated 14 November 2006 (as amended) was entered into by B. Metzler seel. Sohn & Co. KGaA, Metzler Ireland Limited and Metzler International Investments p.l.c.
- (h) Metzler FundServices GmbH (formerly Metzler Servicegesellschaft für Vertriebspartner mbH) was appointed as Distributor on 7 March 2002, and acts as Distributor on behalf of the Company solely in respect of Germany.
- (i) Metzler Asset Management GmbH was appointed as Distributor on behalf of the Company on 30 April 2014, to provide support in respect of the distribution of the Funds in certain countries, pursuant to a Distribution Agreement between the Manager and Metzler Asset Management GmbH dated 14 February 2014 (as amended). The Agreement is terminable on 3 months' notice by any party. Pursuant to the Agreement, Metzler Asset Management GmbH and its delegated group companies are indemnified by the Manager from and against all direct claims they may incur arising from erroneous or incomplete information contained in prospectuses, other sales documentation or any other data provided, released or published by the Manager or the Company.
- (j) Distribution Agreement dated 6 February 2017 (as amended) between RBC Investor Services Bank S.A. Esch-sur-Alzette ("**RBC Investor Services**"), the Manager and McStrew Group GmbH ("**McStrew**") under which the Manager engaged McStrew, in co-operation with the RBC Investor Services, to distribute in Switzerland to certain non-qualified and qualified investors (as described in the agreement), certain sub-funds listed in the agreement and to provide distribution services to the Manager.
- (k) Distribution Agreement dated 27 May 2017 (as amended) between RBC Investor Services Bank S.A. Esch-sur-Alzette ("**RBC Investor Services**"), the Manager and MAM under which the Manager engaged MAM, in co-operation with RBC Investor Services, to distribute in Switzerland to qualified investors (as described in the agreement), certain sub-funds listed in the agreement and to provide distribution services to the Manager.

- (l) Representation and Paying Agency Agreement dated 8 February 2017 (as amended) between the Company, RBC Investor Services Bank S.A. (formerly RBC Dexia Investor Services Bank S.A), Esch-sur-Alzette, Zurich Branch ("**RBC Investor Services**"), the Depositary (acting as Depositary Bank) and the Manager under which RBC Investor Services has agreed to act as the Company's Representative and Paying Agent in Switzerland in connection with the offer of Shares in certain Funds from Switzerland and to Swiss residents who intend to subscribe for Shares in the aforementioned funds. Pursuant to the Representative and Paying Agency Agreement the Company will indemnify the Representative for and against all direct claims, damages and losses arising out of or in connection with, the Representative's performance of its duties under the Agreement save in case of negligence, wilful misconduct, bad faith, fraud or a material breach of Agreement or applicable law or regulation.
- (m) Paying Agent Agreement dated 26 February 2011 (as amended) between the Company and Erste Bank der oesterreichischen Sparkassen AG Vienna under which Erste Bank has agreed to act as the Company's representative in Austria in connection with the offer of Shares in the Company to Austrian residents who intend to subscribe for Shares in the Company. Pursuant to the Paying Agency Agreement the Company agrees to hold Erste Bank harmless and indemnified solely out of the assets of the Company against any claims by third parties in relation to Erste Bank's appointment and its activities as tax representative where such duties are diligently carried out in accordance with the provisions of the Paying Agency Agreement except for losses, costs or expenses or claims arising out of the gross negligence, bad faith or wilful default of Erste Bank. The Paying Agency Agreement is terminable upon 3 months written notice to either party.
- (n) Centralising and Financial Agency Agreement dated 18 February 2013 (as amended) between the Company, the Manager and BNP Paribas Securities Services pursuant to which BNP Paribas Securities Services has agreed to act as the Company's financial and centralising agent in France in connection with the offer of Shares in the Company to French residents who intend to subscribe for Shares in the Company. Pursuant to the Centralising and Financial Agency Agreement the Company shall indemnify BNP Paribas Securities Services and its officers, directors, employees, agents and affiliates for any losses, liabilities, costs, expenses, claims, actions or demands which BNP Paribas Securities Services may incur as a result of its appointment or the proper performance of its duties as financial and centralising agent, save in case of fraud, negligence, bad faith or material breach of contract by BNP Paribas Securities Services. The Centralising and Financial Agency Agreement is terminable upon 90 days prior written notice sent by registered letter to either party with acknowledgement of receipt.
- (o) Paying and Representation Agreement dated 18 February 2013 (as amended) between the Company, the Manager and BNP Paribas Securities Services S.C.A Luxembourg Branch ("**BNP Luxembourg**") pursuant to which BNP Luxembourg has agreed to act as the Company's representative and paying agent in Luxembourg to Luxembourg residents who intend to subscribe for

Shares in the Company. Pursuant to the Paying and Representation Agreement the Company holds BNP Luxembourg harmless from and against all expenses, claims, damages, losses, commitments, costs, disbursements, taxes and other liabilities incurred or suffered by BNP Luxembourg resulting directly from BNP Luxembourg carrying out its obligations under the Paying and Representation Agreement, except in the event of BNP Luxembourg's negligence, fraud, recklessness, bad faith, wilful default and all claims, losses or commitments resulting from a breach by BNP Luxembourg or its agents of its obligations under the Paying and Representation Agreement. The Paying and Representation Agreement is terminable upon 3 months written notice to either party.

- (p) Paying Agent Agreement dated 18 February 2013 (as amended) between the Company, the Manager and SKANDINAVISKA ENSKILDA BANKEN AB (publ) HELSINKI BRANCH, GTS Financial Institutions ("**SEB Finland**"), pursuant to which SEB Finland has agreed to act as the Company's representative in Finland to Finnish residents who intend to subscribe for Shares in the Company. Pursuant to the Paying Agent Agreement SEB Finland is indemnified by the Company for any reasonable direct losses or damages as a result of an act taken or omitted by SEB Finland pursuant to the Paying Agent Agreement save in circumstances where SEB Finland acts fraudulently, negligently, recklessly or in bad faith. The Paying Agent Agreement is terminable upon 60 calendar days written notice to either party.
- (q) Paying Agent Agreement dated 18 February 2013 (as amended) between the Company, the Manager and SKANDINAVISKA ENSKILDA BANKEN AB, acting through its entity Custody Services SEB Merchant Banking ("**SEB Sweden**"), pursuant to which SEB Sweden has agreed to act as the Company's representative in Sweden to Swedish residents who intent to subscribe for shares in the Company. Pursuant to the SEB Sweden Agreement, SEB Sweden is indemnified by the Company for any losses or damages as a result of an act taken or omitted by SEB Sweden pursuant to the agreement save in circumstances where SEB Sweden acts fraudulently, negligently, recklessly or in bad faith. The Paying Agent Agreement is terminable upon 60 calendar days written notice to either party.
- (r) Paying Agent and Representative Agreement between the Manager and ALLFUNDS BANK, S.A. dated 28 June 2013 (as amended), and Global Distribution Agreement between ALLFUNDS BANK, S.A. and ALLFUNDS INTERNATIONAL S.A. (collectively "**ALLFUNDS**") and the Manager dated 28 June 2013 (as amended) (together the "**Paying Agent, Representation and Distribution Agreement**"). Pursuant to the Paying Agent, Representation and Distribution Agreement, ALLFUNDS has agreed to act as the Company's representative from Spain and distributor into countries where it is intended to carry out distribution in accordance with local legislation to clients who intend to subscribe for shares in the Company. Pursuant to the Paying Agent, Representation and Distribution Agreement, ALLFUNDS is indemnified by the Manager and held harmless with respect to any direct losses or damages that may arise directly from the Manager's failure to comply with the Manager's obligations under the Agreement, except in the case

of negligence or wilful default or misconduct of ALLFUNDS. The Paying Agent, Representation and Distribution Agreement is terminable upon 30 calendar days written notice to either party.

- (s) Facilities Agency Agreement dated 4 October 2018 between the Company, the Manager and Payden & Rygel Global Limited pursuant to which Payden & Rygel Global Limited has agreed to act as UK facilities agent in respect of certain sub-funds being marketed in the UK.
- 4. The Company has no subsidiaries.
  - 5. Copies of the above mentioned agreements, together with a copy of the Constitution of the Company, the Company's periodic reports, the Act, the UCITS Regulations and the Central Bank Regulations may be obtained, free of charge, during normal business hours on Business Days, from the office of the Manager at the address set out in the List of Parties and Addresses on page 111.

## Annex I

**Dated 8 August 2019**

Explanation of defined variable terms used in Prospectus

EEA Member State	<p>The current member states of the EEA are as follows:</p> <ul style="list-style-type: none"><li>• The 28 Member States of the European Union as listed below</li><li>• Norway</li><li>• Iceland and</li><li>• Liechtenstein.</li></ul>
European Union Member States	<ol style="list-style-type: none"><li>1. Austria</li><li>2. Belgium</li><li>3. Bulgaria</li><li>4. Croatia</li><li>5. Cyprus</li><li>6. Czech Republic</li><li>7. Denmark</li><li>8. Estonia</li><li>9. Finland</li><li>10. France</li><li>11. Germany</li><li>12. Greece</li><li>13. Hungary</li><li>14. Ireland</li><li>15. Italy</li><li>16. Latvia</li><li>17. Lithuania</li><li>18. Luxembourg</li><li>19. Malta</li><li>20. Poland</li><li>21. Portugal</li><li>22. Romania</li><li>23. Slovak Republic</li><li>24. Slovenia</li><li>25. Spain</li><li>26. Sweden</li><li>27. The Netherlands</li><li>28. United Kingdom</li></ol>
Investment Managers	<p>The following Investment Managers have been appointed to manage the following Funds:</p> <p>Metzler Asset Management GmbH is Investment Manager in respect of all Funds of the Company with the exception of Metzler Japanese Equity Fund, Metzler Focus Japan and Metzler China A Share Equity Fund.</p> <p>Metzler Japanese Equity Fund is managed by T&amp;D Asset Management Co., Ltd., Japan.</p> <p>Metzler Focus Japan is managed by Nissay</p>



	<p>Asset Management Corporation.</p> <p>Metzler China A Share Equity Fund is managed by China Asset Management (Hong Kong) Limited.</p>
Distributors	<p>The following Distributors have been appointed to manage the following Funds:</p> <p>McStrew Group GmbH is distributor in respect of certain share classes in the following Funds:</p> <ul style="list-style-type: none"> <li>• Metzler European Smaller Companies</li> <li>• Metzler European Growth</li> <li>• Metzler Japanese Equity Fund</li> <li>• Metzler Eastern Europe</li> <li>• Metzler Focus Japan</li> <li>• Metzler European Concentrated Growth</li> <li>• Metzler European Small and Micro Cap</li> <li>• Metzler Euro Corporates Short Term</li> <li>• Metzler Wertsicherungsfonds 90</li> <li>• Metzler Alternative Multi Strategy</li> <li>• Metzler Wertsicherungsfonds 98</li> <li>• Metzler Sovereign Select LCR</li> <li>• Metzler European Dividend Sustainability</li> <li>• Metzler Global Equity Enhanced</li> <li>• Metzler China A Share Equity Fund</li> <li>• Metzler Wertsicherungsfonds 92</li> </ul> <p>Metzler Asset Management GmbH is distributor in respect of certain share classes in the following Funds:</p> <ul style="list-style-type: none"> <li>• Metzler European Smaller Companies</li> <li>• Metzler European Growth</li> <li>• Metzler Global Selection</li> <li>• Metzler Japanese Equity Fund</li> <li>• Metzler International Growth</li> <li>• Metzler Eastern Europe</li> <li>• Metzler Focus Japan</li> <li>• Metzler European Concentrated Growth</li> <li>• Metzler European Small and Micro Cap</li> <li>• Metzler Euro Corporates Short Term</li> <li>• Metzler Wertsicherungsfonds 90</li> <li>• Metzler Alternative Multi Strategy</li> <li>• Metzler Wertsicherungsfonds 98</li> <li>• Metzler Sovereign Select LCR</li> <li>• Metzler European Dividend Sustainability</li> <li>• Metzler European Equity Enhanced</li> </ul>

	<ul style="list-style-type: none"> <li>• Metzler Global Equity Enhanced</li> <li>• Metzler US Equity Enhanced</li> <li>• Metzler Japanese Equity Enhanced</li> <li>• Metzler German Equity Enhanced</li> <li>• Metzler China A Share Equity Fund</li> <li>• Metzler Wertsicherungsfonds 92</li> </ul> <p>Metzler FundServices GmbH is distributor in respect of certain share classes in the following Funds:</p> <ul style="list-style-type: none"> <li>• Metzler European Smaller Companies</li> <li>• Metzler European Growth</li> <li>• Metzler Global Selection</li> <li>• Metzler Japanese Equity Fund</li> <li>• Metzler International Growth</li> <li>• Metzler Eastern Europe</li> <li>• Metzler Focus Japan</li> <li>• Metzler European Concentrated Growth</li> <li>• Metzler European Small and Micro Cap</li> <li>• Metzler Euro Corporates Short Term</li> <li>• Metzler Wertsicherungsfonds 90</li> <li>• Metzler Alternative Multi Strategy</li> <li>• Metzler Wertsicherungsfonds 98</li> <li>• Metzler Sovereign Select LCR</li> <li>• Metzler European Dividend Sustainability</li> <li>• Metzler European Equity Enhanced</li> <li>• Metzler Global Equity Enhanced</li> <li>• Metzler US Equity Enhanced</li> <li>• Metzler Japanese Equity Enhanced</li> <li>• Metzler German Equity Enhanced</li> <li>• Metzler China A Share Equity Fund</li> <li>• Metzler Wertsicherungsfonds 92</li> </ul> <p>Allfunds Bank, S.A. is the distributor in respect of certain share classes in the following Funds:</p> <ul style="list-style-type: none"> <li>• Metzler Alternative Multi Strategy</li> <li>• Metzler Eastern Europe</li> <li>• Metzler Euro Corporates Short Term</li> <li>• Metzler European Concentrated Growth</li> <li>• Metzler European Dividend Sustainability</li> <li>• Metzler European Growth</li> <li>• Metzler European Small and Micro Cap</li> <li>• Metzler European Smaller Companies</li> <li>• Metzler International Growth</li> </ul>
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	<ul style="list-style-type: none"> <li>• Metzler Japanese Equity Fund</li> <li>• Metzler Sovereign Select LCR</li> <li>• Metzler Wertsicherungsfonds 90</li> <li>• Metzler Wertsicherungsfonds 98</li> </ul>
ICMA	The list of International Capital Market Association full members can be found on <a href="http://www.icma-group.org/">http://www.icma-group.org/</a>
OECD Member States	<ol style="list-style-type: none"> <li>1. Australia;</li> <li>2. Austria;</li> <li>3. Belgium;</li> <li>4. Canada;</li> <li>5. Chile;</li> <li>6. Czech Republic;</li> <li>7. Denmark;</li> <li>8. Estonia</li> <li>9. Finland;</li> <li>10. France;</li> <li>11. Germany;</li> <li>12. Greece;</li> <li>13. Hungary;</li> <li>14. Iceland;</li> <li>15. Ireland;</li> <li>16. Israel;</li> <li>17. Italy;</li> <li>18. Japan;</li> <li>19. Korea;</li> <li>20. Latvia</li> <li>21. Luxembourg;</li> <li>22. Mexico;</li> <li>23. Netherlands;</li> <li>24. New Zealand;</li> <li>25. Norway;</li> <li>26. Poland;</li> <li>27. Portugal;</li> <li>28. Slovak Republic;</li> <li>29. Slovenia</li> <li>30. Spain;</li> <li>31. Sweden;</li> <li>32. Switzerland;</li> <li>33. Turkey;</li> <li>34. United Kingdom; and</li> <li>35. United States.</li> </ol>

## **Annex II**

### **Current Tax Rates in Ireland**

**Dated 8 August 2019**

<b>Tax</b>	<b>Current Rate</b>
Dividend Withholding Tax	20%
Income Tax (Standard Rate)	20%
Capital Gains Tax	33%
Capital Acquisitions Tax	33%

### Annex III

Dated 8 August 2019

#### Relevant Benchmark Indices for VaR Calculation

Fund Name	Reference Benchmarks	Explanation
Metzler European Smaller Companies	100% STOXX Europe Small 200 Price Index	This is a fixed component index designed to provide a representation of small capitalisation companies in Europe. The index is derived from the STOXX Europe 600 Index.
Metzler European Growth	100% MSCI Europe Growth Net TR	MSCI Europe Growth Index is a free-float weighted equity index designed to provide a representation of growth companies in Europe.
Metzler Global Selection	100% MSCI - World Index - Net TR	MSCI World Index is a free-float weighted equity index comprising over 6,000 "world" stocks. It is often used as a common benchmark for "world" or "global" stock funds. The index includes a collection of stocks of all the developed markets in the world as defined by MSCI. The index excludes stocks from emerging and frontier economies.
Metzler Japanese Equity Fund	100% TOPIX Perf. Index	The TOPIX, also known as the Tokyo Stock Price Index, is a capitalisation weighted index of all companies listed on the First Section of the Tokyo Stock Exchange.
Metzler International Growth	100% MSCI – World Index – Net TR	Please see the explanation already provided in this chart.
Metzler Eastern Europe	100% MSCI EFM EUROPE & CIS IMI CUSTOM CAPPED NR Index	The MSCI EFM Europe & CIS IMI CUSTOM CAPPED NR Index is composed of the frontier and central emerging market countries of Eastern Europe and is calculated by MSCI on a daily basis.
Metzler Focus Japan	100% TOPIX Perf. Index	Please see the explanation already provided in this chart.
Metzler European Concentrated Growth	100% MSCI Europe	The MSCI Europe Index is a free float-adjusted market capitalisation weighted index

<b>Fund Name</b>	<b>Reference Benchmarks</b>	<b>Explanation</b>
		that is designed to measure the equity market performance of the developed markets in Europe.
Metzler European Small and Micro Cap	100% STOXX Europe Small 200 Price Index	Please see the explanation already provided in this chart.
Metzler Euro Corporates Short Term	100% ICE BofAML EMU Corporates Non-Financial	This index is comprised of over 500 Euro-denominated corporate bonds issued by non-financial issuers. This index tracks the performance of investment grade corporate Euro denominated debt publicly issued in a Euro member domestic Market.
Metzler Wertsicherungsfonds 90	100% MSCI – World Index – Net TR	Please see the explanation already provided in this chart.
Metzler Alternative Multi Strategy	50% MSCI World Index – Net TR	Please see the explanation already provided in this chart.
	50% Euro Stoxx 50 – Return Index	EURO STOXX 50 Return Index is a capitalisation-weighted total return index of 50 European blue-chip stocks from those countries participating in the European Monetary Union.
Metzler Wertsicherungsfonds 98	20% MSCI World Net TR Index	Please see the explanation already provided in this chart.
	80% ICE BofAML Pan-Europe Government Index	ICE BofAML Pan-Europe Government Bond Index is a subset of ICE BofAML Global Government Index including all securities issued by countries associated with the geographical region of Europe. The ICE BofAML Global Government Index tracks the performance of publicly issued investment grade sovereign debt denominated in the issuer's own domestic currency.
Metzler European Dividend Sustainability	100% MSCI Europe NR	The MSCI Europe Index Net Returns is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of the

<b>Fund Name</b>	<b>Reference Benchmarks</b>	<b>Explanation</b>
		developed markets in Europe
Metzler Sovereign Select LCR	100% ICE BofAML Global Government Bond Index II Excl. Japan Hedged Index in EUR	ICE BofAML Global Government Excluding Japan Index is a subset of ICE BofAML Global Government Index excluding all securities denominated in JPY. ICE BofAML Global Government Index tracks the performance of publicly issued investment grade sovereign debt denominated in the issuer's own domestic currency.
Metzler European Equity Enhanced	100% MSCI Europe	The MSCI Europe Index is a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of the developed markets in Europe.
Metzler Global Equity Enhanced	100% MSCI World	MSCI World Index is a free-float weighted equity index comprising over 6,000 "world" stocks. It is often used as a common benchmark for "world" or "global" stock funds. The index includes a collection of stocks of all the developed markets in the world as defined by MSCI. The index excludes stocks from emerging and frontier economies.
Metzler US Equity Enhanced	100% MSCI USA	MSCI USA Index is designed to measure the performance of the large and mid cap segments of the US market.
Metzler Japanese Equity Enhanced	100% MSCI Japan	The MSCI Japan Index is designed to measure the performance of the large and mid cap segments of the Japanese market.
Metzler German Equity Enhanced	100% MSCI Germany	The MSCI Germany Index measures the performance of the large and mid cap segments of the German market

<b>Fund Name</b>	<b>Reference Benchmarks</b>	<b>Explanation</b>
Metzler China A Share Equity Fund	100% CSI 300 Total Return Index	The CSI 300 Total Return Index, is an index listing 300 companies listed on the in the Shanghai and Shenzhen stock exchanges with the highest market capitalization
Metzler Wertsicherungsfonds 92	100% MSCI - World Index - Net TR	Please see the explanation already provided in this chart.



## **Annex IV**

**Dated 8 August 2019**

### **Collateral Policy**

The types of collateral acceptable for a Fund shall include but not be limited to: (i) cash; (ii) government or other public securities; (iii) certificates of deposit issued by relevant institutions; (iv) bonds/commercial paper issued by relevant institutions or by non-bank issuers; and (v) equity securities traded on certain stock exchanges.

The Company or its delegate will liaise with the Depositary and/or any other collateral management service provider as may be appointed from time to time in order to manage all aspects of the counterparty collateral process. Any fees charged by such collateral management service provider shall be payable out of the assets of the relevant Fund and shall be charged at normal commercial rates. Risks linked to the management of collateral, such as operational and legal risks, shall be identified, managed and mitigated by the Company's risk management process.

#### ***Collateral – Received by the Fund***

Collateral posted by a counterparty for the benefit of a Fund may be taken into account as reducing the exposure to such counterparty. The Fund will require receipt of the necessary level of collateral so as to ensure counterparty exposure limits set out in the UCITS Regulations or the Central Bank Regulations are not breached. Counterparty risk may be reduced by an amount equivalent to the value of the collateral received after taking into account appropriate discounts.

If the relevant Fund receives collateral for at least 30% of its Net Asset Value it will put in place an appropriate stress testing policy to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the relevant Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy will at least prescribe the following:

- (i) Design of stress test scenario analysis including calibration, certification and sensitivity analysis;
- (ii) Empirical approach to impact assessment, including back-testing of liquidity risk estimates;
- (iii) Reporting frequency and limit/loss tolerance thresholds; and
- (iv) Mitigation actions to reduce loss including haircut policy and gap risk protection.

#### ***Non-Cash Collateral***

Non-Cash collateral received must, at all times, meet with the following criteria:

- (i) Liquidity: Collateral received other than cash should be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation.

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

(iii) Issuer credit quality: Collateral received should be of high quality.

(iv) Correlation: Collateral received should be issued by an entity that is independent from the counterparty and is not expected to display a high correlation with the performance of the counterparty.

(v) Diversification (asset concentration): Collateral should be sufficiently diversified in terms of country, markets and issuers with a maximum exposure to a given issuer of 20% of the Fund's Net Asset Value. When the Fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

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

(vii) Safe-keeping: Collateral received on a title transfer basis should be held by the Depositary or its agent. For other types of collateral arrangement, the collateral can be held by a third party depositary which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

(viii) Haircuts: The Company (or its delegate), on behalf of the Fund, shall apply suitably conservative haircuts or discounts to the market value of assets being received as collateral where appropriate on the basis of an assessment of the characteristics of the assets such as the credit standing or the price volatility, as well as the outcome of any stress tests performed as referred to above. The Company has determined that generally if issuer or issue credit quality of the collateral is not of a very high quality or the collateral carries a significant level of price volatility, a conservative haircut must be applied in accordance with the Company's haircut policy. However, the application of such a haircut will be determined on a case by case basis. The Company, in its discretion, may accept certain collateral with more conservative, less conservative or no haircuts applied in accordance with its haircut policy.

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

### *Cash Collateral*

Cash collateral received by a Fund may not be invested other than in the following:

- (i) deposits with relevant institutions;
- (ii) high-quality government bonds;
- (iii) short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

### ***Collateral – Posted by the Fund***

Collateral posted to a counterparty by or on behalf of the Fund must be taken into account when calculating counterparty risk exposure. Collateral posted to a counterparty and collateral received by such counterparty may be taken into

account on a net basis provided the Fund is able to legally enforce netting arrangements with the counterparty.

For the purpose of providing margin or collateral in respect of transactions in techniques and instruments, the Fund may transfer, mortgage, pledge, charge or encumber any assets or cash forming part of the Fund in accordance with normal market practice and the requirements outlined in the Central Bank Regulations.

Non-cash collateral posted to a counterparty cannot be re-used, pledged or re-invested by the counterparty.

## APPENDIX 3

### GERMAN SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Germany. This information specifies and completes the Prospectus as far as sales activities in Germany are concerned.**

Paying and information agent for funds (the "**German Paying Agent**") of the Company is:

B. Metzler seel. Sohn & Co. KGaA  
Untermainanlage 1  
60329 Frankfurt am Main  
Germany

Telefon: (+49 69) 21 04 – 14 14

Telefax: (+49 69) 21 04 – 73 92

The followings Funds of the Company are authorised for public marketing in Germany:

1.	Metzler International Growth
2.	Metzler Japanese Equity Fund
3.	Metzler Eastern Europe
4.	Metzler European Smaller Companies
5.	Metzler European Growth
6.	Metzler Global Selection
7.	Metzler Focus Japan
8.	Metzler European Concentrated Growth
9.	Metzler European Small and Micro Cap
10.	Metzler Wertsicherungsfonds 90
11.	Metzler Euro Corporates Short Term
12.	Metzler Alternative Multi Strategy
13.	Metzler Wertsicherungsfonds 98
14.	Metzler European Dividend Sustainability
15.	Metzler Sovereign Select LCR
16.	Metzler European Equity Enhanced
17.	Metzler Global Equity Enhanced
18.	Metzler US Equity Enhanced
19.	Metzler Japanese Equity Enhanced
20.	Metzler German Equity Enhanced
21.	Metzler China A Share Equity Fund
22.	Metzler Wertsicherungsfonds 92

The fees and expenses of the German Paying Agent will be charged at normal commercial rates.

As Shares in the Funds will be issued in registered form and no printed individual certificates will be issued by the Company. Redemption and conversion applications for Shares in the Company should be submitted to the Shareholder's depository which holds the Shares in the Company on behalf of the client. These applications can be submitted to the German Paying Agent, the client's domestic credit institution where the client's custody account is held or directly to the Company as applicable. All payments, redemption proceeds, possible distributions and other payments will also be paid to the Shareholders through the German Paying Agent, the client's domestic credit institution where the client's custody account is held / maintained or directly to the client's bank account at the client's designated credit institution as applicable.

Copies of the Prospectus (including the Fund Leaflets), the Key Investor Information Document (the "**KIID**") together with a copy of the Constitution of the Company, the Company's annual and half yearly financial statements and subscription, redemption and conversion prices may be obtained, free of charge, during normal business hours from the office of the German Paying Agent. In addition, shareholders may view the following documents as mentioned in Appendix 2 of the Prospectus at the same office.

Copies of the following documents may be obtained free of charge from the office of the German Paying Agent:

- |         |   |
|---------|---|
| (i)     | the Management Agreement between the Company and Metzler Ireland Limited dated 22 December 1994 (as amended);   |
| (ii)    | the Amended and Restated Depositary Agreement between the Company and Brown Brothers Harriman Trustee Services (Ireland) Limited dated 13 October 2016;   |
| (iii)   | the Investment Management Agreement between the Company, Metzler Ireland Limited and Metzler Asset Management GmbH dated 9 June 2009 (as amended);  |
| (iv)    | the Investment Management Agreement between the Company, Metzler Ireland Limited and T&D Asset Management Co., Ltd. dated 24 May 2004 (as amended);   |
| (v)     | the Investment Management Agreement between the Company, Metzler Ireland Limited and Nissay Asset Management Corporation dated 14 November 2006 (as amended);   |
| (vi)    | the Paying Agent Agreement between the Company, Metzler Ireland Limited and the German Paying Agent dated 14 November 2006 (as amended);  |
| (vii)   | Distribution Agreement between the Manager and Metzler FundServices GmbH (formerly Metzler Servicegesellschaft für Vertriebspartner mbH) dated 7 March 2002 (as amended);   |
| (viii)  | Distribution Agreement between the Manager and Metzler Asset Management GmbH dated 14 February 2014 (as amended) in respect of certain distribution services;   |
| (ix)    | Representation and Paying Agent Agreement between the Company, RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich Branch, the Depositary (acting as Depositary Bank) and the Manager dated 8 February 2017 (as amended); |
| (x)     | Paying Agent Agreement between the Company and Erste Bank der oesterreichischen Sparkassen AG Vienna dated 26 February 2011 (as amended);   |
| (xi)    | Centralising and Financial Agency Agreement between the Company, the Manager and BNP Paribas Securities Services dated 18 February 2013 (as amended);   |
| (xii)   | Paying and Representation Agreement between the Company, the Manager and BNP Paribas Securities Services S.C.A Luxembourg Branch dated 18 February 2013 (as amended);   |
| (xiii)  | Paying Agent Agreement between the Company, the Manager and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch, GTS Financial Institutions dated 18 February 2013 (as amended);  |
| (xiv)   | Paying Agent Agreement between the Company, the Manager and Skandinaviska Enskilda Banken AB, acting through its entity Custody Services SEB Merchant Banking dated 18 February 2013 (as amended);                              |
| (xv)    | Paying Agent and Representative Agreement between the Manager and ALLFUNDS Bank S.A. dated 28 June 2013 (as amended);   |
| (xvi)   | Global Distribution Agreement between ALLFUNDS Bank S.A. and ALLFUNDS International S.A. and the Manager dated 28 June 2013 (as amended);   |
| (xvii)  | the Investment Management Agreement between the Company, Metzler Ireland Limited and China Asset Management (Hong Kong) Limited dated 18 December 2017;   |
| (xviii) | the Central Bank Regulations and the UCITS Regulations; and   |
| (xix)   | the Companies Act 2014 and every statute or other provision of law modifying, extending or re-  |

	enacting them.
Shareholders are hereby advised that the following documents form an integral part of the Prospectus:	
1.	the Leaflet in respect of Metzler International Growth dated 8 August 2019;
2.	the Leaflet in respect of Metzler Japanese Equity Fund 8 August 2019;
3.	the Leaflet in respect of Metzler Eastern Europe dated 8 August 2019;
4.	the Leaflet in respect of Metzler European Smaller Companies dated 8 August 2019;
5.	the Leaflet in respect of Metzler European Growth dated 8 August 2019;
6.	the Leaflet in respect of Metzler Global Selection dated 8 August 2019;
7.	the Leaflet in respect of Metzler Focus Japan dated 8 August 2019;
8.	the Leaflet in respect of Metzler European Concentrated Growth dated 8 August 2019;
9.	the Leaflet in respect of Metzler European Small and Micro Cap dated 8 August 2019;
10.	the Leaflet in respect of Metzler Wertsicherungsfonds 90 dated 8 August 2019;
11.	the Leaflet in respect of Metzler Euro Corporates Short Term dated 8 August 2019;
12.	the Leaflet in respect of Metzler Alternative Multi Strategy dated 8 August 2019;
13.	the Leaflet in respect of Metzler Wertsicherungsfonds 98 dated 8 August 2019;
14.	the Leaflet in respect of Metzler European Dividend Sustainability dated 8 August 2019;
15.	the Leaflet in respect of Metzler Sovereign Select LCR dated 8 August 2019;
16.	the Leaflet in respect of Metzler European Equity Enhanced dated 8 August 2019;
17.	the Leaflet in respect of Metzler Global Equity Enhanced dated 8 August 2019;
18.	the Leaflet in respect of Metzler US Equity Enhanced dated 8 August 2019;
19.	the Leaflet in respect of Metzler Japanese Equity Enhanced dated 8 August 2019;
20.	the Leaflet in respect of Metzler German Equity Enhanced dated 8 August 2019;
21.	the Leaflet in respect of Metzler China A Share Equity Fund dated 8 August 2019;
22.	the Leaflet in respect of Metzler Wertsicherungsfonds 92 dated 8 August 2019.
Shareholders are also advised that the following sub-funds of the Company are managed as equity funds within the meaning of the German Investment Tax Act 2018 (GITA 2018):	
1.	Metzler International Growth;
2.	Metzler Japanese Equity Fund;
3.	Metzler Eastern Europe;
4.	Metzler European Smaller Companies;
5.	Metzler European Growth;
6.	Metzler Global Selection;
7.	Metzler Focus Japan;
8.	Metzler European Concentrated Growth;
9.	Metzler European Small and Micro Cap;
10.	Metzler European Dividend Sustainability;
11.	Metzler European Equity Enhanced
12.	Metzler Global Equity Enhanced;
13.	Metzler US Equity Enhanced;
14.	Metzler Japanese Equity Enhanced;
15.	Metzler German Equity Enhanced and
16.	Metzler China A Share Equity Fund.
	An equity fund is a fund, of which the investment requirements of the fund ("Anlagebedingungen") state that the fund invests continuously ("fortlaufend") at least 51% of its value in specific equity shares (sec. 2 para. 6 GITA 2018).
Shareholders are also advised that the following sub-funds of the Company are in existence:	
1.	Metzler International Growth;
2.	Metzler Japanese Equity Fund;

- |     |   |
|-----|---|
| 3.  | Metzler Eastern Europe;                   |
| 4.  | Metzler European Smaller Companies;       |
| 5.  | Metzler European Growth;                  |
| 6.  | Metzler Global Selection;                 |
| 7.  | Metzler Focus Japan;                      |
| 8.  | Metzler European Concentrated Growth;     |
| 9.  | Metzler European Small and Micro Cap;     |
| 10. | Metzler Wertsicherungsfonds 90;           |
| 11. | Metzler Euro Corporates Short Term;       |
| 12. | Metzler Alternative Multi Strategy;       |
| 13. | Metzler Wertsicherungsfonds 98;           |
| 14. | Metzler European Dividend Sustainability; |
| 15. | Metzler Sovereign Select LCR;             |
| 16. | Metzler European Equity Enhanced;         |
| 17. | Metzler Global Equity Enhanced;           |
| 18. | Metzler US Equity Enhanced;               |
| 19. | Metzler Japanese Equity Enhanced;         |
| 20. | Metzler German Equity Enhanced;           |
| 21. | Metzler China A Share Equity Fund;        |
| 22. | Metzler Wertsicherungsfonds 92            |

Subscription and Redemption Prices shall be published on [www.metzler.com](http://www.metzler.com) on each Dealing Day and may be published on Reuters or Bloomberg or in the Frankfurter Allgemeine Zeitung in Germany and in such other publication(s) or such electronic media, as the Manager may from time to time consider appropriate and notify in advance to Shareholders, and will be available on request from the Manager, whose determination of the Subscription and Redemption Prices shall be conclusive in the absence of manifest error. The publication of possible shareholder notifications will be made in the German electronic Bundesanzeiger and are available from the German Paying Agent.

## APPENDIX 4

### AUSTRIAN SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Austria. This information specifies and completes the Prospectus as far as sales activities in Austria are concerned.**

Paying and information agent for funds (the "**Austrian Paying Agent**") of the Company in Austria is:

Erste Bank der österreichischen Sparkassen AG (the "**Erste Bank**")  
Graben 21  
1010 Wien  
Austria

Redemption and conversion applications for shares in the Company can be submitted to the Austrian Paying Agent or through a Recognised Clearing System. All payments, redemption proceeds, possible distributions and other payments may be paid to the shareholders on the request of the Austrian Paying Agent by bank transfer.

Copies of the following documents may be obtained, free of charge, from the Austrian information agent or shareholders may view the documents at the offices of the Paying Agent at the above named address:

- the Key Investor Information Document (the "**KIID**")
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Austria:

- Metzler European Smaller Companies / Class A, Class B, Class C and Class BN
- Metzler European Growth / Class A, Class B, Class C and Class BN
- Metzler Japanese Equity Fund / Class A, Class B and Class BN
- Metzler Eastern Europe / Class A, Class B and Class BN
- Metzler European Concentrated Growth / Class A and Class B
- Metzler European Small and Micro Cap / Class A, Class B and Class BN
- Metzler International Growth / Class A and Class BN
- Metzler Wertsicherungsfonds 90 / Class A, Class B and Class C
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A and Class A1
- Metzler Wertsicherungsfonds 98
- Metzler European Dividend Sustainability / Class A, Class B and Class BN
- Metzler Sovereign Select LCR / Class A, Class B, Class C and Class BN
- Metzler Global Selection/Class BN
- Metzler Focus Japan/ Class BN
- Metzler China A Share Equity Fund/ Class A



## APPENDIX 5

### FRENCH SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in France. This information specifies and completes the Prospectus as far as sales activities in France are concerned.**

Centralising and Financial agent for funds (the “**French Centralising and Financial Agent**”) of the Company:

BNP Paribas Securities Services  
3 rue d’Antin  
Paris  
France

Copies of the following documents may be obtained, free of charge, from the French information agent or shareholders may view the documents at the offices of the French Centralising and Financial Agent at the above named address:

- the Key Investor Information Document (the “**KIID**”)
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in France:

- Metzler European Smaller Companies / Class A, Class B, Class C, Class F and Class BN
- Metzler European Growth / Class A, Class B, Class C, Class F and Class BN
- Metzler Japanese Equity Fund / Class A, Class B and Class BN
- Metzler European Concentrated Growth / Class A and Class B
- Metzler European Small and Micro Cap / Class A, Class B, Class F and Class BN
- Metzler Global Selection/Class A and Class BN
- Metzler Wertsicherungsfonds 90/ Class A, Class B and Class F
- Metzler Wertsicherungsfonds 98
- Metzler European Dividend Sustainability / Class A, Class B and Class BN
- Metzler Focus Japan/ Class BN

## APPENDIX 6

### LUXEMBOURG SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Luxembourg. This information specifies and completes the Prospectus as far as sales activities in Luxembourg are concerned.**

Representation agent for funds (the “**Luxembourg Paying and Representation Agent**”) of the Company:

BNP Paribas Securities Services S.C.A. Luxembourg Branch  
60, Avenue J. F. Kennedy  
L-1855  
Luxembourg

Redemption and conversion applications for shares in the Company can be submitted to the Luxembourg Representation Agent or through a Recognised Clearing System. All payments, redemption proceeds, possible distributions and other payments may be paid to the shareholders on the request of the Luxembourg Representation Agent by bank transfer.

Copies of the following documents may be obtained, free of charge, from the Luxembourg information agent or shareholders may view the documents at the offices of the Luxembourg Representation Agent at the above named address:

- the Key Investor Information Document (the “**KIID**”)
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Luxembourg:

- Metzler European Smaller Companies /Class A, Class B, Class C, Class F, Class BN and Class BN (GBP)
- Metzler European Growth / Class A, Class B, Class C, Class F, Class BN and Class BN (GBP)
- Metzler Japanese Equity Fund / Class A, Class B and Class BN
- Metzler Eastern Europe / Class A, Class B and Class BN
- Metzler European Concentrated Growth / Class A and Class B
- Metzler European Small and Micro Cap / Class A, Class B, Class F, Class BN and Class BN (GBP)
- Metzler Global Selection/Class A and Class BN
- Metzler International Growth / Class A and Class BN
- Metzler Wertsicherungsfonds 90/ Class A, Class B and Class F
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A and Class A1
- Metzler Wertsicherungsfonds 98
- Metzler European Dividend Sustainability / Class A, Class B, Class BN and Class BN (GBP)
- Metzler Sovereign Select LCR/ Class A, Class B, Class C and Class BN
- Metzler Focus Japan/Class BN
- Metzler European Equity Enhanced/ Class AN
- Metzler Global Equity Enhanced/ Class AN

- Metzler US Equity Enhanced/ Class AN
- Metzler Japanese Equity Enhanced/ Class AN
- Metzler German Equity Enhanced/ Class AN
- Metzler China A Share Equity Fund/ Class A
- Metzler Wertsicherungsfonds 92/ Class A (CHF), Class B (CHF) and Class AN (CHF)

## APPENDIX 7

### FINNISH SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Finland. This information specifies and completes the Prospectus as far as sales activities in Finland are concerned.**

Paying and information agent for funds (the "**Finnish Paying Agent**") of the Company:

SKANDINAVISKA ENSKILDA BANKEN AB (publ) HELSINKI BRANCH  
GTS Financial Institutions,  
Global Transaction Services Finland,  
SEB Merchant Banking Finland,  
Unioninkatu 30, FI- 00100 Helsinki, Finland

Redemption and conversion applications for shares in the Company can be submitted to the Finnish Paying Agent or through a Recognised Clearing System. All payments, redemption proceeds, possible distributions and other payments may be paid to the shareholders on the request of the Finnish Paying Agent by bank transfer.

Copies of the following documents may be obtained, free of charge, from the Finnish information agent or shareholders may view the documents at the offices of the Paying Agent at the above named address:

- the Key Investor Information Document (the "**KIID**")
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Finland:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class A and Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Wertsicherungsfonds 90/ Class B and Class C
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98

## APPENDIX 8

### NORWEGIAN SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Norway. This information specifies and completes the Prospectus as far as sales activities in Norway are concerned.**

Redemption and conversion applications for shares in the Company can be submitted to the Manager or through a Recognised Clearing System.

Copies of the following documents may be obtained, free of charge, from the Manager:

- the Key Investor Information Document (the “**KIID**”)
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Norway:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class A and Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98
- Metzler Wertsicherungsfonds 90/Class B and Class C

## APPENDIX 9

### SWEDISH SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Sweden. This information specifies and completes the Prospectus as far as sales activities in Sweden are concerned.**

Paying and information agent for funds (the "**Swedish Paying Agent**") of the Company:

SKANDINAVISKA ENSKILDA BANKEN AB (publ)  
Custody Services,  
SEB Merchant Banking,  
Sergels Torg 2,  
SE-106 40 Stockholm,  
Sweden

Redemption and conversion applications for shares in the Company can be submitted to the Swedish Paying Agent. All payments, redemption proceeds, possible distributions and other payments may be paid to the shareholders on the request of the Swedish Paying Agent by bank transfer or in cash in the local currency.

Copies of the following documents may be obtained, free of charge, from the Swedish information agent or shareholders may view the documents at the offices of the Paying Agent at the above named address:

- the Key Investor Information Document (the "**KIID**")
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Sweden:

- Metzler European Smaller Companies / Class B
- Metzler European Growth / Class B
- Metzler Japanese Equity Fund / Class B
- Metzler Eastern Europe / Class B
- Metzler European Concentrated Growth / Class B
- Metzler European Small and Micro Cap / Class A and Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98
- Metzler Wertsicherungsfonds 90/Class B and Class C

## APPENDIX 10

### SPANISH SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Spain. This information specifies and completes the Prospectus as far as sales activities in Spain are concerned.**

Paying and information agent for funds (the “**Spanish Representative and Distributor**”) of the Company:

ALLFUNDS BANK, S.A. Madrid  
C/de los Padres Dominicos  
7  
28050 Madrid  
Spain

Redemption and conversion applications for shares in the Company can be submitted to the Spanish Representative and Distributor. All payments, redemption proceeds, possible distributions and other payments may be paid to the shareholders on the request of the Spanish Representative and Distributor by bank transfer or in cash in the local currency.

Copies of the following documents may be obtained, free of charge, from the Spanish Representative and Distributor or shareholders may view the documents at the offices of the Spanish Representative and Distributor at the above named address:

- the Key Investor Information Document (the “**KIID**”)
- sales prospectus
- constitution
- audited annual financial statements
- unaudited semi annual financial statements
- subscription and redemption prices
- other details and documentation.

The following Funds of Metzler International Investments public limited company are authorised for public marketing in Spain:

- Metzler European Smaller Companies / Class A, Class B and Class C
- Metzler European Growth / Class A, Class B and Class C
- Metzler Japanese Equity Fund / Class A and Class B
- Metzler Eastern Europe / Class A and Class B
- Metzler European Concentrated Growth / Class A and Class B
- Metzler European Small and Micro Cap / Class A and Class B
- Metzler Global Selection/Class A
- Metzler International Growth / Class A
- Metzler Wertsicherungsfonds 90/ Class B and Class C
- Metzler Euro Corporates Short Term/ Class A
- Metzler Alternative Multi Strategy / Class A
- Metzler Wertsicherungsfonds 98
- Metzler European Dividend Sustainability / Class A and Class B
- Metzler Sovereign Select LCR/ Class A and Class B

## APPENDIX 11

### ITALIAN SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in Italy. This information specifies and completes the Prospectus as far as sales activities in Italy are concerned.**

The Italian Distributor of the Company:

Allfunds Bank, S.A (Spain)  
Via Bocchetto 6  
20121 Milano  
Italy

The following Funds of Metzler International Investments public limited company are authorised for marketing to Professional Investors (as defined in MIFID) in Italy:

- Metzler European Smaller Companies / Class C



## APPENDIX 12

### UNITED KINGDOM SPECIFIC INFORMATION

**The following additional information is addressed to potential investors of the Company in the United Kingdom. This information specifies and completes the Prospectus as far as sales activities in the United Kingdom are concerned.**

#### 1. Details of the Company

The Company is a recognised scheme within the meaning of Section 264 of the UK Financial Services and Markets Act 2000 as amended (the "**FSMA**"). Shares in the Company may be promoted to the UK public by persons that are authorised persons or exempt persons within the meaning of the FSMA in relation to carrying on investment business in the UK.

The name and address of the Company is:

Metzler International Investments plc  
Kilmore House  
Spencer Dock  
North Wall Quay  
Dublin 1  
D01 YE64  
Ireland

#### 2. Facilities in the United Kingdom

The Company has appointed Payden & Rygel Global Limited as its facilities agent in the United Kingdom (the "**Facilities Agent**"). The Facilities Agent maintains the facilities the Company is required to provide in the UK pursuant to the rules published by the Financial Conduct Authority.

The facilities will be located at the offices of the Facilities Agent at 1 Bartholomew Lane, London, EC2N 2AX, England, in respect of the Company and each of its sub-funds.

Investors can obtain information about the most recent price of Shares in a sub-fund of the Company from the office of the Facilities Agent during normal business hours. Prices are also available from the Manager or at [www.metzler.com](http://www.metzler.com).

The following sub-funds of the Company are authorised for public marketing in the United Kingdom:

- Metzler European Smaller Companies / Class BN (GBP)
- Metzler European Growth / Class BN (GBP)
- Metzler European Small and Micro Cap / Class BN (GBP)
- Metzler European Dividend Sustainability/ Class BN (GBP)

Investors can obtain information on how to buy and sell Shares in a sub-fund (for example, regarding the deadlines for buying and selling and the requirements

which attach to each Share Class) in the "Subscriptions" and "Redemptions" sections of the Prospectus and also in the "Share Classes and Types of Shares" section contained in the Leaflet for each sub-fund.

Redemption requests should be sent to the Manager, details of which are contained in the Prospectus under "Redemptions", or alternatively, requests for redemption can be made to, and payment obtained from, the Facilities Agent at the above-mentioned offices.

**UK resident investors should seek their own professional advice as to tax matters and other relevant considerations. Please note that investors making investments in the Company may not receive back their entire investment.**

### **3. Documents available to investors**

The following documents of the Company, in the English language, can be inspected free of charge at the offices of the Facilities Agent:

- (a) the Constitution of the Company and any amendments thereto;
- (b) the latest prospectus of the Company together with any supplements;
- (c) the latest key investor information documents;
- (d) the most recently published annual and half yearly reports of the Company.

Copies of these documents may also be obtained from the offices of the Facilities Agent. A reasonable charge may be made for copies of the articles of association (and amendments thereto) but all other documents listed above may be obtained free of charge.

### **4. Compensation rights**

The Company does not carry on investment business in the UK, so as to require the conduct of its business to be regulated under the FSMA. Shareholders will therefore not benefit from the rules made under the FSMA for the protection of retail clients.

Compensation under the Financial Services Compensation Scheme will generally not be available to UK investors.

### **5. Cancellation rights**

A UK investor who enters into an investment agreement with the Company to acquire Shares in response to the Prospectus will not have the right to cancel the agreement under the cancellation rules made by the FCA. The agreement will be binding upon acceptance of the order by the Company.

### **6. Complaints**

Written complaints about any aspect of the service, including the operation of the Company, or requests to obtain a copy of the complaints handling procedure,

may be submitted to the office of the Facilities Agent, as set out in section 2 above, for transmission to the Company.

**APPENDIX 13****LIST OF DELEGATES AND SUB-DELEGATES OF DEPOSITARY**

**BROWN BROTHERS HARRIMAN TRUSTEE SERVICES (IRELAND) LTD**  
**(through Brown Brothers Harriman & Co.)**

**METZLER IRELAND LIMITED**

**Country Where Assets Held    Subcustodian**

<b>Argentina</b>	CITIBANK, N.A. BUENOS AIRES BRANCH
<b>Australia</b>	HSBC BANK AUSTRALIA LIMITED FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Austria</b>	UNICREDIT BANK AUSTRIA AG
<b>Belgium</b>	BNP PARIBAS SECURITIES SERVICES
<b>Bermuda *</b>	HSBC BANK BERMUDA LIMITED FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Botswana *</b>	STANDARD CHARTERED BANK BOTSWANA LIMITED FOR STANDARD CHARTERED BANK
<b>Brazil *</b>	CITIBANK, N.A. - SAO PAULO
<b>Bulgaria *</b>	CITIBANK EUROPE PLC, BULGARIA BRANCH FOR CITIBANK N.A.
<b>Canada</b>	RBC INVESTOR SERVICES TRUST FOR ROYAL BANK OF CANADA (RBC)
<b>Chile *</b>	BANCO DE CHILE FOR CITIBANK, N.A.
<b>China *</b>	INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED (ICBC)
<b>Croatia *</b>	ZAGREBACKA BANKA D.D. FOR UNICREDIT BANK AUSTRIA AG
<b>Cyprus</b>	BNP PARIBAS SECURITIES SERVICES
<b>Czech Republic</b>	CITIBANK EUROPE PLC, ORGANIZACNI SLOZKA FOR CITIBANK, N.A.
<b>Denmark</b>	NORDEA DANMARK, FILIAL AF NORDEA BANK ABP, FINLAND
<b>Estonia</b>	SWEDBANK AS FOR NORDEA BANK FINLAND PLC AND NORDEA BANK AB (PUBL)
<b>Finland</b>	NORDEA BANK FINLAND PLC FOR NORDEA BANK FINLAND PLC AND NORDEA BANK AB (PUBL)
<b>France</b>	CACEIS BANK FRANCE
<b>Germany</b>	BNP PARIBAS SECURITIES SERVICES - FRANKFURT BRANCH

**Country Where Assets Held   Subcustodian**

<b>Greece</b>	HSBC BANK PLC - ATHENS BRANCH FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Hong Kong</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Hungary</b>	UNICREDIT BANK HUNGARY ZRT FOR UNICREDIT BANK HUNGARY ZRT AND UNICREDIT BANK AUSTRIA AG
<b>Ireland</b>	CITIBANK, N.A.- LONDON BRANCH
<b>Israel</b>	BANK HAPOALIM BM
<b>Italy</b>	SOCIETE GENERALE SECURITIES SERVICES S.P.A. (SGSS S.P.A.)
<b>Japan</b>	MUFG BANK, LTD.
<b>Kenya *</b>	STANDARD CHARTERED BANK KENYA LIMITED FOR STANDARD CHARTERED BANK
<b>Latvia</b>	"SWEDBANK" AS FOR NORDEA BANK ABP
<b>Lithuania</b>	"SWEDBANK" AB FOR NORDEA BANK ABP
<b>Luxembourg</b>	KBL EUROPEAN PRIVATE BANKERS S.A.
<b>Malaysia *</b>	HSBC BANK MALAYSIA BERHAD (HBMB) FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Mauritius *</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC) - MAURITIUS BRANCH
<b>Mexico</b>	BANCO NACIONAL DE MEXICO, SA (BANAMEX) FOR CITIBANK, N.A.
<b>Morocco</b>	CITIBANK MAGHREB FOR CITIBANK, N.A.
<b>Namibia *</b>	STANDARD BANK NAMIBIA LTD. FOR STANDARD BANK OF SOUTH AFRICA LIMITED
<b>Netherlands</b>	DEUTSCHE BANK AG, AMSTERDAM BRANCH
<b>New Zealand</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC) - NEW ZEALAND BRANCH
<b>Nigeria *</b>	STANBIC IBTC BANK PLC FOR STANDARD BANK OF SOUTH AFRICA LIMITED

**Country Where Assets Held   Subcustodian**

<b>Norway</b>	NORDEA BANK ABP, FILIAL I NORGE
<b>Philippines *</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC) - PHILIPPINE BRANCH
<b>Poland</b>	BANK HANDLOWY W WARSZAWIE SA (BHW) FOR CITIBANK NA
<b>Portugal</b>	BNP PARIBAS SECURITIES SERVICES
<b>Qatar *</b>	HSBC BANK MIDDLE EAST LTD - QATAR BRANCH FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Romania</b>	CITIBANK EUROPE PLC, DUBLIN - SUCURSALA ROMANIA FOR CITIBANK,N.A
<b>Russia *</b>	AO CITIBANK FOR CITIBANK, N.A.
<b>Saudi Arabia</b>	HSBC SAUDI ARABIA AND THE SAUDI BRITISH BANK (SABB) FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Singapore</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC) - SINGAPORE BRANCH
<b>Slovakia</b>	CITIBANK EUROPE PLC, POBOCKA ZAHRANICNEJ BANKY FOR CITIBANK N.A.
<b>Slovenia</b>	UNICREDIT BANKA SLOVENIJA DD FOR UNICREDIT BANKA SLOVENIJA DD AND UNICREDIT S.P.A.
<b>South Africa</b>	STANDARD CHARTERED BANK, JOHANNESBURG BRANCH
<b>South Korea *</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED - KOREA
<b>Spain</b>	BANCO BILBAO VIZCAYA ARGENTARIA SA
<b>Swaziland *</b>	STANDARD BANK SWAZILAND LTD. FOR STANDARD BANK OF SOUTH AFRICA LIMITED
<b>Sweden</b>	SKANDINAVISKA ENSKILDA BANKEN AB (PUBL)
<b>Switzerland</b>	UBS SWITZERLAND AG
<b>Taiwan *</b>	STANDARD CHARTERED BANK (TAIWAN) LTD FOR STANDARD CHARTERED BANK
<b>Thailand</b>	THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC) -THAILAND BRANCH
<b>Transnational (CLEARSTREA</b>	BROWN BROTHERS HARRIMAN & CO. (BBH&CO.)

**Country Where Assets Held    Subcustodian**

<b>Transnational (EUROCLEAR)</b>	BROWN BROTHERS HARRIMAN & CO. (BBH&CO.)
<b>Turkey</b>	CITIBANK ANONIM SIRKETI FOR CITIBANK, N.A.
<b>Uganda *</b>	STANDARD CHARTERED BANK UGANDA LIMITED FOR STANDARD CHARTERED BANK
<b>United Arab Emirates *</b>	HSBC BANK MIDDLE EAST LIMITED FOR THE HONGKONG AND SHANGHAI
<b>United Kingdom</b>	CITIBANK, N.A., LONDON BRANCH
<b>Uruguay</b>	BANCO ITAU URUGUAY S.A. FOR BANCO ITAU URUGUAY S.A. AND ITAU UNIBANCO S.A.
<b>Vietnam *</b>	HSBC BANK (VIETNAM) LTD. FOR THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED (HSBC)
<b>Zambia *</b>	STANDARD CHARTERED BANK ZAMBIA PLC FOR STANDARD CHARTERED BANK
<b>Zimbabwe*</b>	STANDARD CHARTERED BANK ZIMBABWE LIMITED FOR STANDARD CHARTERED BANK
<b>United States</b>	BROWN BROTHERS HARRIMAN & CO.

**\* In these markets, cash held by clients is a deposit obligation of the subcustodian. For all other markets, cash held by clients is a deposit obligation of BBH & Co. or one of its affiliates.**

## APPENDIX 14

### LIST OF INDICES

Name	Brief Description	Website
CAC	A French stock market index. The index represents a capitalization-weighted measure of the 40 most significant values among the 100 highest market caps on the Euronext Paris	<a href="https://www.euronext.com/en/products/indices/FR0003500008-XPAR/market-information">https://www.euronext.com/en/products/indices/FR0003500008-XPAR/market-information</a>
DAX	The DAX is a blue chip stock market index consisting of the 30 major German companies trading on the Frankfurt Stock Exchange.	<a href="http://en.boerse-frankfurt.de/index/DAX">http://en.boerse-frankfurt.de/index/DAX</a>
Dow Jones	The Dow Jones Industrial Average is an index that shows how 30 large publicly owned companies based in the United States have traded during a standard trading session in the stock market	<a href="https://www.spindices.com/indices/equity/dow-jones-industrial-average">https://www.spindices.com/indices/equity/dow-jones-industrial-average</a>
ESTX50	The EURO STOXX 50 is a stock index of fifty of the largest and most liquid Eurozone stocks designed by STOXX.	<a href="http://www.boerse-online.de/aktien/index/euro_stoxx_50">http://www.boerse-online.de/aktien/index/euro_stoxx_50</a>
FTSE 100	Financial Times Stock Exchange 100 Index is a share index of the 100 companies listed on the London Stock Exchange with the highest market capitalisation.	<a href="http://www.londonstockexchange.com/exchange/prices-and-markets/stocks/indices/summary/summary-indices-constituents.html?index=UKX">http://www.londonstockexchange.com/exchange/prices-and-markets/stocks/indices/summary/summary-indices-constituents.html?index=UKX</a>
Hang Seng	The Hang Seng Index is a freefloat-adjusted market capitalisation-weighted stock market index in Hong Kong.	<a href="https://www.hsi.com.hk/HSI-Net/">https://www.hsi.com.hk/HSI-Net/</a>
MSCI Europe	The MSCI Europe Index is designed to measure the performance of large and mid-cap equities across 15 developed countries in Europe.	<a href="https://www.msci.com/europe">https://www.msci.com/europe</a>
MSCI Germany	The MSCI Germany Index is designed to measure the performance of the large and mid cap segments of the German market.	<a href="https://www.msci.com/documents/10199/8095c634-d4e1-4cb5-a4aa-5664bd7c5eea">https://www.msci.com/documents/10199/8095c634-d4e1-4cb5-a4aa-5664bd7c5eea</a>
MSCI Japan	The MSCI Japan Index is designed to measure the performance of the large and mid cap segments of the Japanese market.	<a href="https://www.msci.com/documents/10199/b3ee6464-f705-4d65-81a0-d8756607cf9f">https://www.msci.com/documents/10199/b3ee6464-f705-4d65-81a0-d8756607cf9f</a>
MSCI USA	The MSCI US Index is designed to measure the performance of the large and mid cap segments of the US market.	<a href="https://www.msci.com/documents/10199/67a768a1-71d0-4bd0-8d7e-f7b53e8d0d9f">https://www.msci.com/documents/10199/67a768a1-71d0-4bd0-8d7e-f7b53e8d0d9f</a>
MSCI World	The MSCI World Index is designed to measure the performance of the large and mid-cap equity performance across 23 developed markets countries	<a href="https://www.msci.com/world">https://www.msci.com/world</a>
Nikkei 225	The Nikkei 225 Index stock market index for the Tokyo Stock Exchange	<a href="https://indexes.nikkei.co.jp/en/nkave/">https://indexes.nikkei.co.jp/en/nkave/</a>
S&P 500	The Standard & Poor's 500 index is an American stock market index based on the market capitalizations of 500 large companies having common stock listed on the NYSE or NASDAQ.	<a href="http://us.spindices.com/indices/equity/sp-500">http://us.spindices.com/indices/equity/sp-500</a>
SMI	The Swiss Market Index (SMI) is made up of 20 of the largest and most liquid Swiss Performance Index large- and mid-cap stocks	<a href="https://www.six-swiss-exchange.com/indices/data_centre/index_overview_en.html">https://www.six-swiss-exchange.com/indices/data_centre/index_overview_en.html</a>
STOXX Europe	The STOXX Europe 600 Index represents large, mid and small capitalization companies across 17 countries of the European region.	<a href="https://www.stoxx.com/indices">https://www.stoxx.com/indices</a>
STOXX Global	STOXX Global Total Market Index represents 95 percent of the free float market capitalisation worldwide	<a href="https://www.stoxx.com/indices">https://www.stoxx.com/indices</a>
TOPIX	TOPIX is a free-float adjusted market capitalization-weighted index that is calculated based on all the domestic common stocks listed on the Tokyo Stock Exchange	<a href="http://www.jpix.co.jp/english/markets/indices/topix/">http://www.jpix.co.jp/english/markets/indices/topix/</a>



## INTERPRETATION

In this Prospectus the following terms have the following meanings:

**"AIF"** means an alternative investment fund as defined in AIFMD;

**"AIFMD"** means Directive 2011/61/EU on Alternative Investment Fund Managers and amending Directives 2003/41/EC and 2009/65/EC and Regulations (EC) No 1069/2009 and (EU) No 1095/2010 ("Level 1"), as supplemented by Commission Delegated Regulations (EU) No. 231/2013 of 19 December 2012 ("Level 2") and implemented in Ireland pursuant to the European Union (Alternative Investment Fund Managers) Regulations 2013, as may be amended from time to time;

**"Accounting Date"** means the date referred to in Section 9.

**"Act"** means the Companies Act 2014 and every statute or other provision of law modifying, extending or re-enacting the Act.

**"Articles of Association"** means the Articles of Association of the Company which contain, among other things, the principles, policies and conditions of business conduct of the Company.

**"Business Day"** means any day on which banks are open for business in both Dublin and Frankfurt am Main, or as otherwise set out in a Leaflet for a Fund.

**"Central Bank"** means Central Bank of Ireland and any successor regulatory authority.

**"Central Bank Regulations"** means the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015, as may be amended, supplemented or modified from time to time and any other statutory instrument, regulations, rules, conditions, notices, requirements or guidance of the Central Bank issued from time to time applicable to the Company pursuant to the UCITS Regulations and the Delegated Regulations or either of them as the case may be.

**"Class"** means the different classes of Shares that may be issued within a Fund by the Directors in accordance with the requirements of the Central Bank. Details of the different characteristics applicable to each Class of Share may be set out in this Prospectus or in any leaflet thereto. Classes of Share can be distinguished by rights, commission charges, currency or other characteristics.

**"Clearstream"** means the Clearstream Clearance System operated by Clearstream Banking AG, Frankfurt am Main and/or its group companies or affiliates.

**"Cluster Munitions"** shall have the meaning ascribed to it in the Convention on Cluster Munitions which was ratified on 1 August 2010.

**"Constitution"** means the memorandum and articles of association of the Company.

**"Company"** means Metzler International Investments public limited company.

**"Dealing Day"** means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares as described in Section 7F provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund. Unless otherwise specified in a Leaflet for a Fund, each Business Day shall be a Dealing Day.

**"Dealing Deadline"** means the cut-off time for receipt of subscriptions, redemptions and conversion requests for Shares in the Funds which, unless otherwise specified in a Leaflet for a Fund, will be 11am GMT on the Business Day preceding a relevant Dealing Day.

**"Delegated Regulation"** means the Commission Delegated Regulation supplementing Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014, once it has entered into force and is directly effective in Ireland.

**"Depositary"** means Brown Brothers Harriman Trustee Services (Ireland) Limited.

**"Depositary Agreement"** means the amended and restated UCITS depositary agreement entered into between the Depositary, the Manager and the Company dated 13 October 2016.

**"Directors"** means the directors of the Company for the time being and includes a properly convened meeting of any two or more of the directors of the Company. A list of the current directors is set out on page 111 and may be amended for changes from time to time.

**"Distributor"** means any entities that may be appointed by the Manager from time to time as distributor to the Company. The list of primary Distributors appointed by the Manager and the countries over which they are appointed are set out in Annex I of this Prospectus.

**"EEA Member State"** means each member state of the European Economic Area. The list of current EEA Member States is set out in Annex I to this Prospectus.

**"Emerging Market"** means any country or market determined by the Directors in their absolute discretion, to be an emerging country as classified by at least one supra-national authority or included in a relevant emerging market index, for example, but not limited to, the MSCI Emerging Market Index or the JPM Emerging Markets Bond Index Global Diversified. For the time being such supra-national authorities are the World Bank, the International Monetary Fund and the OECD.

**"Euro"** or **"€"** means the currency referred to in the second sentence of Article 2 of the Council Regulation (EC) No. 974/98 of 3 May 1998 and as adopted as the single currency of the Member States.

**"Euroclear"** means Euroclear Clearance System operated by Morgan Guaranty Trust Company of New York, Brussels Office.

**"Equalisation"** means a fund administration process which ensures that during the fiscal year of a Fund the net earnings per Share are neither diluted nor inflated by the issue, redemption or conversion of Shares.

**"Equivalent Rating"** means in the case of any security not rated by S&P or Moody's means an equivalent rating to the relevant rating by S&P or Moody's, which rating is issued by another Rating Agency as determined by the Manager.

**"Exempt Irish Investor"** means:

- a pension scheme which is an exempt approved scheme within the meaning of section 774 of the Taxes Act or a retirement annuity contract or a trust scheme to which section 784 or section 785 of the Taxes Act applies that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a company carrying on life business within the meaning of section 706 of the Taxes Act that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- an Investment Undertaking that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a special investment scheme within the meaning of section 737 of the Taxes Act that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a unit trust to which section 731(5)(a) of the Taxes Act applies that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a charity being a person referred to in section 739D(6)(f)(i) of the Taxes Act that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a qualifying management company within the meaning of section 734(1) of the Taxes Act that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a specified company within the meaning of section 734(1) of the Taxes Act that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a person who is exempt from income tax and capital gains tax under section 784A(2) of the Taxes Act where the Shares held are assets of an approved retirement fund or an approved minimum retirement fund and the "qualifying fund manager" (within the meaning of section 784A of the Taxes Act) has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;

- a person exempt from income tax and capital gains tax by virtue of section 848E of the Taxes Act where the Shares held are assets of a special savings incentive account and the “qualifying savings manager” (within the meaning of section 848B of the Taxes Act) has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a person who is entitled to exemption from income tax and capital gains tax by virtue of section 787I of the Taxes Act and the Shares are assets of a PRSA and the PRSA Manager (within the meaning of Chapter 2A of Part 30 of the Taxes Act) has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a credit union within the meaning of section 2 of the Credit Union Act 1997 that has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event;
- a company in respect of its investment in a money market fund within the meaning of Regulation (EC) No 2423/2001 of the European Central Bank of 22/11/2001, where such company is within the charge to corporation tax and has made a declaration to that effect to the Company and has supplied details of its corporation tax reference number to the Company;
- a Qualifying Company which has which has made a declaration to that effect to the Company and has supplied details of its corporation tax reference number to the Company;
- the National Asset Management Agency which has made a declaration to that effect to the Company;
- an investment limited partnership within the meaning of section 739J of the Taxes Act that has made a Relevant Declaration to the Company, which is in the possession of the Company prior to the occurrence of a chargeable event;
- the National Treasury Management Agency or a fund investment vehicle (within the meaning of section 37 of the National Treasury Management Agency (Amendment) Act 2014) of which the Minister for Finance is the sole beneficial owner, or the State acting through the National Treasury Management Agency, and the National Treasury Management Agency has made a declaration to that effect to the Company;
- the Motor Insurers’ Bureau of Ireland in respect of an investment made by it of moneys paid to the Motor Insurers Insolvency Compensation Fund under the Insurance Act 1964 (amended by the Insurance (Amendment

Act 2018), and the Motor Insurers' Bureau of Ireland has made a declaration to that effect to the Company; or

- an Intermediary acting on behalf of persons who are neither Resident in Ireland nor Ordinarily Resident in Ireland or an Intermediary acting on behalf of the persons Resident in Ireland listed above that, where relevant, has made a Relevant Declaration which is in the possession of the Company prior to the occurrence of a chargeable event.

**"Exempt Non-Resident Investor"** means any person that is neither Resident in Ireland or Ordinarily Resident in Ireland at the time of the chargeable event provided either:

- (a) the Company is in possession of a Relevant Declaration and is not in possession of any information that would reasonably suggest that the information contained therein is no longer materially correct; or
- (b) the Company is in possession of a written notice of approval from the Revenue Commissioners pursuant to the provisions of section 739D (7B) of the Taxes Act to the effect that section 739D (7) or section 739D (9) of the Taxes Act is deemed to have been complied with in respect of the Shareholder and that approval has not been withdrawn.

**"Fund"** means any separate sub-fund of the Company from time to time established and maintained in accordance with the requirements of the Central Bank.

**"Growth Stocks"** means stocks of companies whose earnings are expected to grow at an above-average rate relative to the market.

**"ICMA"** means the International Capital Market Association (formerly the Association of International Bond Dealers (AIBD)). Further details are set out at Annex I to this Prospectus.

**"Intermediary"** means a person who:

- carries on a business which consists of, or includes, the receipt of payments from an Investment Undertaking on behalf of other persons;
- or
- holds Shares in an Investment Undertaking on behalf of other persons.

**"Investment Grade"** means a rating of better than BB+ as rated by S&P or better than Ba1 as rated by Moody's or an Equivalent Rating.

**"Investment Fund"** means a UCITS or an AIF in which the Funds may invest in accordance with the Central Bank's guidance.

**"Investment Funds other than UCITS"** means those schemes listed in Section 5.1(e).

**"Investment Manager"** means an entity specialising in professional investment management of investment portfolios. The list of Investment Managers appointed by the Manager and the Funds in respect of which they have been appointed is set out in Annex I to this Prospectus.

**"Investment Undertaking"** means an investment undertaking within the meaning of section 739B of the Taxes Act.

**"Ireland"** means Republic of Ireland.

**"Issuer"** means an entity issuing securities such as equities and bonds, including, without limitation, any government, state, municipality, limited company, agency, banking institution or supranational institution.

**"Leaflet"** means the explanatory leaflet issued by the Company in connection with each respective Fund and which is supplemental to, and forms an integral part of, the Prospectus.

**"Manager"** means Metzler Ireland Limited which is the 'responsible person' for the purposes of the Central Bank Regulations and is also the entity that is promoting the Company for the purposes of the Central Bank Regulations.

**"Member State"** means a country which, for the time being, is a member state of the European Union. The list of current European Union Member States is set out in Annex I to this Prospectus.

**"Minimum Holding"** means such minimum holding of Shares of any Fund (or any Class of Shares thereof). The current Minimum Holding for each Fund is set out in the applicable Leaflet for the relevant Fund.

**"Money Market Instruments"** means instruments normally dealt in on the money market which:

- (i) are liquid, i.e., capable of being converted to cash within 7 Business Days at a price closely approximating their current value; and
- (ii) have a value which can be accurately determined at any time.

**"Month"** means a calendar month.

**"Moody's"** means Moody's Investors Services and its successors.

**"Net Asset Value"** or **"NAV"** means the total net aggregate value of the assets of a Fund on any particular Business Day. The Net Asset Value per Share is the Net Asset Value divided by the number of Shares in issue in the relevant Fund at the relevant Valuation Point. The Net Asset Value is calculated at least twice in every month and in accordance with the Articles of Association, the relevant provisions of which are summarised in Section 8.

**"OECD"** means the Organisation for Economic Co-Operation and Development and its members from time to time. The list of current member states of the OECD is set out in Annex I to this Prospectus.

**"Ordinarily Resident in Ireland"** means an individual who has been Resident in Ireland for three consecutive tax years becomes Ordinarily Resident in Ireland with effect from the commencement of the fourth tax year. An individual who has been Ordinarily Resident in Ireland is no longer Ordinarily Resident in Ireland

with effect from the commencement of the fourth consecutive tax year in which he/she is not Resident in Ireland.

**"Paying Agent"** means a paying agent and/or a representative and paying agent appointed by the Company or the Manager in a jurisdiction in which Shares are registered for sale, details of which are set out in the section of the Prospectus entitled 'List of Parties and Addresses' under the heading 'Paying Agent' and 'Representative and Paying Agent'.

**"Prospectus"** means this document (which can be obtained, free of charge, from the Manager) which serves as an offer of shares in the Company and serves as the long version of the sales prospectus as required under the Regulations. The Fund Leaflets are supplemental to, and form an integral part of, the Prospectus.

**"PRSA"** means a Personal Retirement Savings Account within the meaning of Chapter 2A of Part 30 of the Taxes Act.

**"Qualifying Company"** means a qualifying company within the meaning of Section 110 of the Taxes Act.

**"Rating Agency"** means Moody's or S&P or an internationally recognised securities rating agency which shall be substituted for S&P or Moody's or both.

**"Recognised Clearing System"** means any of the following clearing systems:

- BNY Mellon Central Securities Depository SA/NV (BNY Mellon CSD)
- Central Moneymarkets Office
- Clearstream Banking SA
- Clearstream Banking AG
- CREST
- Depository Trust Company of New York
- Deutsche Bank AG Depository and Clearing System
- Euroclear
- Hong Kong Securities Clearing Company Limited
- Japan Securities Depository Center JASDEC
- Monte Titoli SPA
- Netherlands Centraal Instituut voor Giraal Effectenverkeer BV
- National Securities Clearing System
- Sicovam SA
- SIS Sega Intersettle AG
- The Canadian Depository for Securities Ltd
- VPC AB (Sweden)
- Any other system for clearing securities which is designated by order of the Revenue Commissioners as a recognised clearing system.

**"Recognised Market"** means with the exception of permitted investments in unlisted securities or in units of open-ended investment funds, the Company's investments will be restricted to securities listed or traded on exchanges and markets listed below:

### ***Stock Exchanges***

- (i) all stock exchanges in a Member State;
- (ii) all stock exchanges in the remaining EEA Member States (with the exception of Liechtenstein);

- (iii) a stock exchange located in:
- Australia
  - Canada
  - Japan
  - Hong Kong
  - New Zealand
  - Switzerland
  - USA; and
- (iv) any of the following stock exchanges: the Buenos Aires Stock Exchange in Argentina, the Bahrain Stock Exchange, the Dhaka Stock Exchange in Bangladesh, the Sao Paulo Stock Exchange in Brazil, the Santiago Stock Exchange in Chile, the Shanghai Stock Exchange and the Shenzhen Stock Exchange in China, the Bogota Stock Exchange in Colombia, the Zagreb Stock Exchange in Croatia, the Cairo Stock Exchange in Egypt, the National Stock Exchange of India, the Jakarta Stock Exchange in Indonesia, the Tel-Aviv Stock Exchange in Israel, the Amman Stock Exchange in Jordan, The Kazakhstan Stock Exchange, the Nairobi Stock Exchange in Kenya, the Kuwait Stock Exchange in Kuwait, the Beirut Stock Exchange in the Lebanon, the Kuala Lumpur Stock Exchange in Malaysia, the Stock Exchange of Mauritius, the Casablanca Stock Exchange in Morocco, the Mexican Stock Exchange in Mexico, the Nigerian Stock Exchange, the Muscat Securities Market in Oman, the Karachi Stock Exchange in Pakistan, the Lima Stock Exchange in Peru, the Philippine Stock Exchange in the Philippines, the Doha Securities Market in Qatar, the Moscow Exchange, the Tadawul Stock Exchange in Saudi Arabia, the Belgrade Stock Exchange in Serbia, the Singapore Stock Exchange, the Johannesburg Stock Exchange in South Africa, the Korea Stock Exchange in South Korea, the Colombo Stock Exchange in Sri Lanka, the Taiwan Stock Exchange in Taiwan, the Stock Exchange of Thailand, the Istanbul Stock Exchange in Turkey, the Ukrainian Stock Exchange, the Abu Dhabi Securities Exchange and the Dubai Financial Market in the United Arab Emirates, the Caracas Stock Exchange in Venezuela and the Ho Chi Minh Stock Exchange in Vietnam

### **Markets**

- (i) any over-the-counter market approved in a Member State of the EEA (excluding those already listed below);
- (ii) any of the following derivatives markets: any derivatives market approved in a Member State of the EEA (with the exception of Liechtenstein), the Australian Securities Exchange Limited via the SFE Corporation Limited, the Australian Options Market and the Sydney Futures Exchange in Australia, the Bolsa de Valores de São Paulo and the Bolsa de Mercadorias e Futuros in Brazil, the Winnipeg Commodity Exchange and the Montreal Futures Exchange in Canada, the Hong Kong Futures Exchange in Hong Kong, the Tokyo Stock Exchange and Osaka Securities Exchange in Japan, the Korea Futures Exchange in Korea, the Singapore Exchange, the South African Futures Exchange, the Eurex Futures Exchange, Zurich in Switzerland, the Taiwan Futures Exchange in Taiwan, the



Thailand Futures Exchange in Thailand, the Turkish Derivatives Exchange in Turkey, the American Stock Exchange, the Boston Options Exchange, the CBOE Futures Exchange, the Chicago Board Options Exchange, the Chicago Climate Futures Exchange, the CME Group, the ICE Futures U.S., the IntercontinentalExchange, the International Securities Exchange, the ISE Stock Exchange, the Mercado Mexicano de Derivados in Mexico, the Nasdaq Stock Market, the New York Mercantile Exchange, the NYSE Euronext, OneChicago, the Philadelphia Stock Exchange, the U.S. Futures Exchange in the United States;

- (iii) the market organised by the ICMA;
- (iv) the market conducted by the **"listed money market institutions"** as described in the Financial Services Authority publication "Regulation of Wholesale Cash and OTC Derivatives Markets: The Grey Paper", as amended from time to time;
- (v) AIM - the Alternative Investment Market in the UK, regulated and operated by the London Stock Exchange;
- (vi) the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan;
- (vii) NASDAQ in the United States;
- (viii) the market in US government securities conducted by primary dealers regulated by the Federal Reserve Bank of New York;
- (ix) the over-the-counter securities market in the United States of America regulated by the Financial Industry Regulatory Authority (FINRA);
- (x) the French market for "Titres de Créance Negotiable (over-the-counter market in negotiable debt instruments);
- (xi) NASDAQ Europe. NASDAQ Europe is a recently formed market and the general level of liquidity may not compare favourably to that found on more established exchanges;
- (xii) the over-the-counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada; and
- (xiii) the over-the-counter market in Germany, conducted by participants/counterparties regulated by the Federal Financial Supervisory Authority (BaFin).

This list of Recognised Markets is in accordance with the Central Bank's UCITS Regulations. The Central Bank does not issue a list of approved markets.

**"Redemption Price"** means the Net Asset Value per Share on a Dealing Day subject to the possible deduction therefrom of any applicable redemption charges.

**"Relevant Declaration"** means the declaration relevant to the Shareholder as set out in Schedule 2B of the Taxes Act.

**"Relevant Period"** means, in relation to a Share in the Company, a period of eight years beginning with the acquisition of a Share by a Shareholder and each subsequent period of eight years beginning immediately after the preceding Relevant Period for as long as the Shareholder holds that Share.

**"Representative and Paying Agent"** means RBC Investor Services Bank S.A., Esch-sur-Alzette, Zurich Branch (formerly RBC Dexia Investor Services Bank S.A.).

**"Resident in Ireland"** means any person who is resident in Ireland for the purposes of Irish tax:

### ***Individual***

An individual will be regarded as Resident in Ireland for a particular tax year if s/he:

- is present in Ireland for 183 days or more in Ireland in that tax year; or
- is present in Ireland for 280 days or more, taking into account the number of days present in Ireland in that tax year together with the number of days present in Ireland in the preceding tax year.

Presence in a tax year by an individual of not more than 30 days in Ireland will not be reckoned for the purpose of applying the two year test.

In determining the number of days present in Ireland, an individual is deemed to be present in Ireland for a day if he/she is in Ireland at any time during the day.

### ***Company***

A company will be Resident in Ireland if its central management and control is exercised in Ireland irrespective of where it is incorporated. For Ireland to be treated as the location for central management and control this typically means that Ireland is the location where all fundamental policy decisions of the Company are made. This is unless it is regarded as resident in another territory and not in Ireland under the terms of a double tax treaty in effect with Ireland.

A company incorporated in Ireland after 1 January 2015 will be regarded for all purposes of Irish tax legislation as being resident in Ireland unless it is regarded for the purposes of a double tax treaty in effect with Ireland as being resident in that other tax treaty territory and not in Ireland.

A company incorporated in Ireland prior to 1 January 2015 will be similarly treated for the purposes of ascertaining tax residency after 1 January 2020 or if earlier, from the date of a major change of ownership of the company where there is a major change in the nature or conduct of the business of the company within the relevant period. Relevant period for this purpose means a period of 5 years from 1 January 2015 or the date of change of ownership, whichever is later.

Otherwise, a company incorporated in Ireland prior to 1 January 2015 which does not have its central management and control in Ireland is resident in Ireland except where:-

- the company or a related company (as described in section 23A of the Taxes Act) carries on a trade in Ireland, and either the company is ultimately controlled by persons resident in EU member states or, resident in territories

with which Ireland has a double taxation treaty (a "taxation treaty territory"), and the company is not ultimately controlled by persons who are not so resident, or the principal class of shares of the company or a related company is substantially and regularly traded on one or more recognised stock exchanges in the EU or in a taxation treaty territory; or

- as is generally the case, pursuant to the terms of a double taxation treaty between Ireland and another territory, a company is regarded as a resident of a territory other than Ireland and as not resident of Ireland.

It should be noted that the determination of a company's residence for tax purposes can be complex in certain cases and declarants are referred to the specific legislative provisions which are contained in section 23A of the Taxes Act.

### **Trust**

A trust will be Resident in Ireland and Ordinarily Resident in Ireland for the purposes of Irish capital gains tax unless the general administration of the trust is ordinarily carried on outside Ireland and the trustees (being a single and continuing body of persons) or a majority of them for the time being are not Resident in Ireland or Ordinarily Resident in Ireland.

**"Revenue Commissioners"** means the Revenue Commissioners of Ireland.

**"S&P"** means Standard & Poor's Corporation and its successors.

**"Share"** or **"Shares"** means a participating share in the capital of the Company of no par value issued subject to and in accordance with the Act, the Regulations and the Constitution of the Company with the rights provided for there under representing an economic interest in a Fund.

**"Shareholder"** means a person who is registered as the holder of Shares in the Shareholder Register for the time being kept by or on behalf of the Company.

**"Shareholder Register"** means the register maintained recording the details of the Shareholders in accordance with the provisions of the Act.

**"Subscriber Share"** means a subscriber share in the capital of the Company issued in accordance with the Articles of Association. Subscriber Shares cannot be acquired by investors.

**"Subscription Price"** means the Net Asset Value per Share on a Dealing Day subject to the possible addition thereto of any applicable subscription charges.

**"Taxes Act"** means the Taxes Consolidation Act 1997 of Ireland, as amended.

**"Transferable Securities"** means shares in companies and other securities equivalent to shares in companies, bonds and other forms of securitised debt and any other negotiable securities which carry the right to acquire any such Transferable Securities by subscription or exchange, other than techniques and instruments utilised for efficient portfolio management.

**"UCITS"** means an undertaking the sole object of which is the collective investment in Transferable Securities and/or other liquid financial assets permitted under the Regulations of capital raised from the public and which operates on the principle of risk-spreading and the units of which are at request of the holders repurchased or redeemed directly or indirectly out of those

undertakings' assets. Action taken by a UCITS to ensure that the stock exchange value of its units does not vary significantly from their net asset value shall be regarded as equivalent to such repurchase or redemption. Other liquid financial assets include cash deposits, financial derivative instruments, other collective investment undertakings, index tracking funds and Money Market Instruments.

**"UCITS Directive"** means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended by Directive 2014/911/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/65/EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards depositary functions, remuneration policies and sanctions and as may be further amended from time to time.

**"UCITS Regulations"** means the European Union (Undertakings for Collective Investment in Transferable Securities) (Amendment) Regulations 2016 (amending the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011), as may be modified, amended, supplemented, consolidated or re-enacted from time to time.

**"UCITS Regulations 2011"** means the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011.

**"Valuation Point"** in respect of a Dealing Day, unless otherwise specified in a Leaflet for a Fund, is the time at which the closing market prices in the relevant Recognised Market (or such other time as the Directors may in their discretion determine) for the Business Day preceding the Dealing Day are available for the purposes of the valuation of assets and liabilities of a Fund (details of which are set out in Section 8 of the Prospectus).

**"Value Stocks"** means stocks which are trading at reasonable prices or at substantial discounts to their underlying values.

## LIST OF PARTIES AND ADDRESSES

<b>The Company</b>	Metzler International Investments public limited company
<b>Registered Office</b>	Kilmore House Spencer Dock North Wall Quay Dublin 1 D01 YE64 Ireland
<b>Board of Directors</b>	Robert Burke Keith Milne Damien Owens Joachim Treppner Dr Rainer Matthes Deirdre Yaghootfam
<b>Manager</b>	Metzler Ireland Limited Kilmore House Spencer Dock North Wall Quay Dublin 1 D01 YE64 Ireland
<b>Secretary</b>	Robert Burke
<b>Depository</b>	Brown Brothers Harriman Trustee Services (Ireland) Limited 30 Herbert Street Dublin 2 D02 W329 Ireland
<b>Distributors</b>	Metzler FundServices GmbH (formerly Metzler Servicegesellschaft für Vertriebspartner mbH) Untermainanlage 1 60329 Frankfurt am Main Germany  Metzler Asset Management GmbH Untermainanlage 1 60329 Frankfurt am Main Germany  McStrew Group GmbH Financial Products Distribution St. Leonhard-Strasse 65 CH-9000 St. Gallen Switzerland  ALLFUNDS BANK, S.A. Madrid C/de los Padres Dominicos 7

28050 Madrid  
Spain

Allfunds International S.A.  
Le Dôme – Espace Pétrusse  
Building C  
2 Avenue Charles de Gaulle  
5<sup>th</sup> floor  
L-1653 Luxembourg

**Investment Managers**

Metzler Asset Management GmbH  
Untermainanlage 1  
60329 Frankfurt am Main  
Germany

T&D Asset Management Co., Ltd.  
Mita Bellju Building  
5-36-7 Shiba, Minato-ku,  
Tokyo 108-0014, Japan

Nissay Asset Management Corporation  
1-6-6 Marunocui  
Chiyoda-ku  
Tokyo 100-8219  
Japan

China Asset Management (Hong Kong) Limited  
37/F, Bank of China Tower  
1 Garden Road  
Hong Kong

**Paying Agents**

Erste Bank der oesterreichischen Sparkassen AG  
Graben 21  
1010 Vienna  
Austria

B. Metzler seel. Sohn & Co. KGaA  
Untermainanlage 1  
60329 Frankfurt am Main  
Germany

SKANDINAVISKA ENSKILDA BANKEN AB (publ)  
HELSINKI BRANCH  
GTS Financial Institutions,  
Global Transaction Services Finland,  
SEB Merchant Banking Finland,  
Unioninkatu 30, FI- 00100 Helsinki, Finland

SKANDINAVISKA ENSKILDA BANKEN AB (publ)  
Custody Services  
SEB Merchant Banking  
Sergels Torg 2  
SE-106 40 Stockholm  
Sweden

**French Centralising and** BNP Paribas Securities Services

<b>Financial Agent</b>	3 rue d'Antin Paris France
<b>Luxembourg Paying and Representation Agent</b>	BNP Paribas Securities Services S.C.A. Luxembourg Branch 60, Avenue J.F. Kennedy L-1855 Luxembourg
<b>Representative and Paying Agent</b>	RBC Investor Services Bank S.A. Esch-sur-Alzette Zürich Branch Bleicherweg 7 CH-8027 Zurich Switzerland
<b>Spanish Representative</b>	ALLFUNDS BANK, S.A. Madrid C/de los Padres Dominicos 7 28050 Madrid Spain
<b>UK Facilities Agent</b>	Payden & Rygel Global Limited 1 Bartholomew Lane London EC2N 2AX England
<b>Independent Auditors</b>	KPMG 1 Harbourmaster Place International Financial Services Centre Dublin 1 D01 F6F5 Ireland
<b>Principal Banker</b>	Brown Brothers Harriman & Co. 140 Broadway New York, NY 10005-1101 USA
<b>Legal Advisers Ireland</b>	McCann FitzGerald Riverside One Sir John Rogerson's Quay Dublin 2 D02 X576 Ireland
<b>Legal Advisers Switzerland</b>	Lustenberger Rechtsanwälte Wiesenstrasse 10, CH-8032 Zurich, Switzerland

# **METZLER EASTERN EUROPE**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET

8 August 2019

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**This Leaflet relates to Metzler Eastern Europe (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the

Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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Metzler Eastern Europe is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Four Classes of Shares in the Fund are offered through this Leaflet, as described further on page 10.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing predominantly in equities and equity related securities (including warrants) of companies located in Europe and which are listed or traded on Recognised Markets. It is the intention that at least 51% of the Fund's assets will be invested in eastern European equities listed on a Recognised Market.

In relation to an investment in Russia, the Fund will only invest in Russian equity securities as part of a balanced portfolio of eastern European stocks. Russian securities will not form the primary focus of the Fund's portfolio. Equity securities traded on Russian markets will only be acquired on the Moscow Exchange. It is not anticipated that the Fund will invest more than 35% in aggregate of the Net Asset Value of the Fund in such locally traded Russian stocks.

The Fund may also invest in fixed and floating rate bonds and debentures issued by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

**An investment in a fund which invests in such equity warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Company to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

### **Eastern European Risk Factors (including Russia)**

Investors should read this section in conjunction with the sections of the Prospectus entitled "Investment Policy" and "Risk Factors".

**The Company wishes to draw attention to the risk factors, associated with investment in eastern European markets, which could adversely affect investments made by the Manager in these markets. The full list of risk factors are set out in Section 15 of the Prospectus but, for the avoidance of doubt, an investor in the Fund should read the additional risk factor below in full in conjunction with the risk factors set out in the Prospectus.**

## **General**

Eastern European markets require consideration of matters not usually associated with investing in securities of issuers in developed capital markets. Eastern European markets may present different economic and political conditions from those in western markets, and less social, political and economic stability. The absence, until relatively recently, of any move towards capital markets structures or to a free market economy means investing in eastern European markets is more risky than investing in western markets.

The Net Asset Value of the Fund may be affected by uncertainties such as political or diplomatic developments, social instability and religious differences, changes in government policies, taxation and interest rates, currency conversion and repatriation and other political and economic developments in law or regulations in eastern European markets and, in particular, the risks of expropriation, nationalisation, confiscation or other taking of assets, debt moratoria and/or debt defaults and changes in legislation relating to the level of foreign ownership in certain sectors of the economy.

There are also other risks associated with investment in Russia and other eastern European countries. Such risks include a potentially low level of investor protection; poor or opaque corporate governance; legislative risk (that laws may be changed with retrospective and/or immediate effect); and political risk (that the interpretation or method of enforcement of laws may be changed with a consequent and adverse effect on the Fund).

Since investment in Russia and other eastern European countries carries a high degree of risk, investment in the Fund is only suitable for investors who are aware of the risks of investing in Russia and other eastern European countries. In particular, it should be appreciated that the legislation, regulations, foreign exchange controls, and tax laws applicable to holders of Russian and other eastern European countries securities, and their interpretation and application by the relevant authorities, is evolving and may change in the future, and that political or economic change and instability may be more likely to occur and have greater effect on the economics and markets of eastern European countries. Adverse government policies, taxation, restrictions on foreign investment and on currency convertibility and repatriation, currency fluctuations and other expropriation, nationalisation or other confiscation could also result in a loss to the Fund.

By comparison with more developed securities markets, most eastern European countries securities markets are comparatively small, less liquid and more volatile. In addition settlement, clearing and registration procedures may be under-developed enhancing the risks of error, fraud and/or default. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in eastern European markets may not provide the same degree of investor information or protection as would generally apply to major markets.



## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class B Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE0000111876	577999
Class B Shares	IE00B42GXQ04	A0YAYP
Class BN Shares	IE00BFNQ8G17	A2H8XE
Class X Shares	IE00BFNQ8H24	A2H8XF

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class A, Class B and Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

For the Class A, Class B and Class X Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of the Class A, Class B and Class X Shares.

No redemption charge is payable in respect of the Class BN Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Minimum Initial Subscription**

The minimum initial subscription in relation to Class B Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, the Class B Shares, the Class BN Shares and the Class X Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Performance Fee**

The Manager may also be entitled to a performance related management fee in respect of Class A Shares only, details of which are set out below:

<b>Class of Share</b>	<b>Benchmark</b>	<b>Max % of outperformance payable (Participation Rate)</b>	<b>% of outperformance payable (Participation Rate)</b>
Class A Shares only	MSCI EFM EUROPE and CIS IMI CUSTOM CAPPED NR Index	25%	15%

The Performance Fee payable in respect of the Class A Shares is capped at a maximum fee payable of 3% of the Performance Fee Base.

As at the date of this Leaflet, MSCI is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

Investors should also refer to Section 6G of the Prospectus, where details of such performance fee are disclosed.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.75%
Class B Shares	2.00%	0.90%
Class BN Shares	2.00%	0.90%
Class X Shares*	2.00%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU) ("**MiFID II**"), the Investment Manager of the Fund operates a research payment account ("**RPA**") which means that the Fund will bear the costs and expenses associated with investment research required in connection with the operation of such Fund. In accordance with the requirements of MiFID II, the level of costs and expenses borne by the Fund for investment research shall not exceed an amount equivalent to 0.2% of the Fund's Net Asset Value or EUR 200,000 per annum, whichever is lower.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER EUROPEAN GROWTH**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET

8 August 2019

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**This Leaflet relates to Metzler European Growth (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*



**The following restrictions apply to all Share Classes in the Fund except those Share Classes listed in Appendix 12 of the Prospectus that are registered for public marketing in the United Kingdom:**

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("**FSMA**") of the United Kingdom. An application may be made to the Financial Conduct Authority ("**FCA**") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class C Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income;

**"Class F Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class;

**"Class BN (GBP) Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Sterling class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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Metzler European Growth is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Seven Classes of Shares in the Fund are offered through this Leaflet, as further described on page 9.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing in European equities and equity related securities (including warrants), that are listed or traded on Recognised Markets. The investments will be selected in such a way that companies of growth sectors will be the main focus of the investment portfolio.

It is the intention that at least 75% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may invest in fixed and floating rate bonds and debentures issued by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

The Fund is managed in order to ensure eligibility under the French "Plan d'Épargne en Actions" ("PEA").

**An investment in a fund which invests in warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund that are issued as Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros. Shares in the Fund issued as Class BN (GBP) Shares will be subscribed for and redeemed in Sterling.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE0002921868	987736
Class B Shares	IE00B3ZLWY60	A0YAYM
Class C Shares	IE00B4YWB283	A1C31F
Class F Shares	IE00BFNQ8B61	A2H8XA
Class BN Shares	IE00BFNQ8943	A2H8W9
Class BN (GBP) Shares	IE00BGJWXT85	A2N487
Class X Shares	IE00BFNQ8C78	A2H8XB

### Initial Offer Period

The initial offer period for the Class A Shares, Class B Shares, Class C Shares, Class BN Shares, Class BN (GBP) Shares and Class X Shares has now closed.

The initial offer period in respect of the Class F Shares shall be open until 5pm, 7 February 2020 or such other dates as determined by the Manager in accordance with the Central Bank of Ireland's requirements.

During the initial offer period, the Class F Shares shall be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares, Class C Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class BN (GBP) Shares is 500,000 GBP or such lower amount as may be determined by the Directors in their absolute discretion.

### **Subscriptions**

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### **Subscription Charges**

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN and Class BN GBP Shares.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

For all Share Classes with the exception of the Class BN and the Class BN (GBP) Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Share Classes.

No redemption charge is payable in respect of the Class BN and Class BN (GBP) Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. The Class A Shares, Class B Shares, Class BN Shares, Class BN (GBP) Shares and Class X Shares in the Fund are distributing in nature. The Class C Shares and Class F Shares will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## Investment Manager

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## Description of Investment Manager

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

## Investment Manager’s Fee

Under its agreement with the Manager, the Investment Manager’s remuneration is paid by the Manager out of its own fee.

## Performance Fee

The Manager may also be entitled to a performance related management fee in respect of Class A Shares only, details of which are set out below:

Class of Share	Benchmark	Max % of outperformance payable (Participation Rate)	(Participation Rate)
Class A Shares only	MSCI Europe Growth net (NDUGE15)	25%	15%

The Performance Fee payable in respect of the Class A Shares is capped at a maximum fee payable of 3% of the Performance Fee Base.

Investors should also refer to Section 6G of the Prospectus, where details of such performance fee are disclosed.

As at the date of this Leaflet, MSCI is included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

## Management Fee

Different levels of management fee may apply to each Class of Share, details of which are set out below:



<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.5%
Class B Shares	2.00%	0.75%
Class C Shares	2.00%	0.75%
Class F Shares	2.00%	1.5%
Class BN Shares	2.00%	0.75%
Class BN (GBP) Shares	2.00%	0.75%
Class X Shares*	2.00%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU) ("**MiFID II**"), the Investment Manager of the Fund operates a research payment account ("**RPA**") which means that the Fund will bear the costs and expenses associated with investment research required in connection with the operation of such Fund. In accordance with the requirements of MiFID II, the level of costs and expenses borne by the Fund for investment research shall not exceed an amount equivalent to 0.1% of the Fund's Net Asset Value or EUR 600,000 per annum, whichever is lower.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER EUROPEAN SMALLER COMPANIES**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler European Smaller Companies (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

**The following restrictions apply to all Share Classes in the Fund except those Share Classes listed in Appendix 12 of the Prospectus that are registered for public marketing in the United Kingdom:**

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("**FSMA**") of the United Kingdom. An application may be made to the Financial Conduct Authority ("**FCA**") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class C Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income;

**"Class F Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class;

**"Class BN (GBP) Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Sterling class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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Metzler European Smaller Companies is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Seven Classes of Shares in the Fund are offered through this Leaflet, as further described on page 9.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing in European equities and equity related securities (including warrants), that are listed or traded on Recognised Markets. The selection of equities will be carried out in such a way that medium to small companies, measured by market capitalisation, will form the main focus of the portfolio.

It is the intention that at least 75% of the Fund's net assets will be invested in equities listed on a Recognised Market.

In addition, the Fund may invest in fixed and floating rate bonds and debentures issued by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund can invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

**An investment in a fund which invests in warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.



Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund that are issued either as Class A Shares, Class B Shares, Class C Shares, Class F Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros. Shares in the Fund that are issued as Class BN (GBP) Shares will be subscribed for and redeemed in Sterling.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE0002921975	987735
Class B Shares	IE00B40ZVV08	A0YAYL
Class C Shares	IE00BYY02C96	A14V5S
Class F Shares	IE00BF2FJX33	A2H50T
Class BN Shares	IE00BF2FJT96	A2H50Q
Class BN (GBP) Shares	IE00BGJWXR61	A2N486
Class X Shares	IE00B5WKN813	A1JCJX

### Initial Offer Period

The initial offer period for the Class A Shares, Class B Shares, Class C Shares, Class BN Shares, Class BN (GBP) and Class X Shares has now closed.

The initial offer period in respect of the Class F Shares shall be open until 5pm, 7 February 2020 or such other dates as determined by the Manager in accordance with the Central Bank of Ireland's requirements.

During the initial offer period, the Class F Shares shall be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares, Class C Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to the Class BN (GBP) Shares is 500,000 GBP or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### **Subscriptions**

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### **Subscription Charges**

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares and the Class BN (GBP) Shares.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

For all Share Classes with the exception of the Class BN and Class BN (GBP) Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Share Classes.

No redemption charge is payable in respect of the Class BN and the Class BN (GBP) Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, the Class B Shares, Class BN Shares, the Class BN (GBP) Shares and the Class X Shares in the Fund will be distributing in nature. Class C Shares and Class F Shares will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager’s remuneration is paid by the Manager out of its own fee.

### **Performance Fee**

The Manager may also be entitled to a Performance Fee in respect of Class A Shares only, details of which are set out below:

<b>Class of Share</b>	<b>Benchmark</b>	<b>Max % of outperformance payable (Participation Rate)</b>	<b>% of outperformance payable (Participation Rate)</b>
Class A Shares only	STOXX Small 200 Index (SCXR)	25%	15%

The Performance Fee payable in respect of the Class A Shares is capped at a maximum fee payable of 3% of the Performance Fee Base.

Investors should also refer to Section 6G of the Prospectus, where details of such performance fee are disclosed.

As at the date of this Leaflet, STOXX is not yet included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.50%
Class B Shares	2.00%	0.75%
Class C Shares	2.00%	0.75%
Class F Shares	2.00%	1.5%
Class BN Shares	2.00%	0.75%
Class BN (GBP) Shares	2.00%	0.75%
Class X Shares*	2.00%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU) ("**MiFID II**"), the Investment Manager of the Fund operates a research payment account ("**RPA**") which means that the Fund will bear the costs and expenses associated with investment research required in connection with the operation of such Fund. In accordance with the requirements of MiFID II, the level of costs and expenses borne by the Fund for investment research shall not exceed an amount equivalent to 0.2% of the Fund's Net Asset Value or EUR 1,750,000 per annum, whichever is lower.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER FOCUS JAPAN**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Focus Japan (the “Fund”), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the “Prospectus”). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled “Risk Factors”, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the



Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## **DEFINITIONS**

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income; and

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

## **INTRODUCTION**

Metzler Focus Japan is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Three Classes of Shares in the Fund are offered through this Leaflet, as further described on page 9.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

---

### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing predominantly in equities and/or equity related securities of companies located in Japan, which are listed or traded on Recognised Markets. These equity securities and equity related securities will include common stock, preferred stock and securities convertible into or exchangeable for such equity securities. It is the intention that at least 51% of the Fund's net assets will be invested directly in equities listed on a Recognised Market.

The Fund will for the most part be invested in up to 35 securities, however this number may be increased if the Investment Manager deemed it appropriate.

The Investment Manager shall endeavour to ensure that the Fund will be fully invested at all times in those securities referred to above in paragraph 1 of this "Investment Policy" section. However, the Fund may be required to increase its cash position in certain circumstances, for example (i) in preparation for repurchase, the Investment Manager may intentionally increase the cash position in the Fund, or (ii) the Fund may be required to increase its cash position where market conditions so dictate.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may

be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class B Shares or Class BN Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00B1F1VT06	AOLCBJ
Class B Shares	IE00B7TVZB82	A1KCWM
Class BN Shares	IE00BF2FJM28	A2H50J

### Initial Offer Period

The initial offer period for the Class A Shares and Class BN Shares has now closed.

The initial offer period in respect of the Class B Shares shall be until 5pm, 7 February 2020.

During the initial offer period, the Class B Shares shall be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to the Class B Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class A Shares and the Class B Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

For the Class A Shares and the Class B Shares, a redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of Shares.

No subscription charge is payable in respect of the Class BN Shares.

### **Dealing Day**

The Dealing Day means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares (as described in Section 7F of the Prospectus) provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund. A Business Day immediately following a Japanese holiday shall not be a Dealing Day. All other Business Days will be Dealing Days for the Fund.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is two Business Days prior to the relevant Dealing Day. Applications will not be deemed to be received on a Business Day preceding a Japanese holiday and will be deemed to be received on the next Business Day.

### **Valuation Point**

The Valuation Point for the Fund is 12.30 am GMT (or such other time as the Directors may in their discretion determine) on the second weekday (Monday - Friday) immediately following the Dealing Deadline, being the time at which the latest available closing prices on relevant Recognised Markets are used for the purpose of the valuation of assets and liabilities of a Fund (details of which are set out in Section 8 of the Prospectus). The Valuation Point will be delayed by one weekday for each non-Business Day immediately following the Dealing Deadline.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine).

## **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

## **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

## **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, the Class B Shares and the Class BN Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## **The Investment Manager**

The Manager has delegated to Nissay Asset Management Corporation ("**Nissay**") in respect of the Metzler Focus Japan fund its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of Metzler Focus Japan. The Company has consented to such delegation.

The Investment Management Agreement between Nissay and the Manager permits the Manager to terminate the appointment of Nissay to the extent that the Manager determines that it intends to perform any or all of the functions delegated by it to Nissay.

## **Description of the Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

## **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

## **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.50%
Class B Shares	2.00%	0.60%



Class BN Shares	2.00%	0.60%
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In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER GLOBAL SELECTION**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Global Selection (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the

Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class Y Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income; and

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

## **INTRODUCTION**

Metzler Global Selection is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Three Classes of Shares in the Fund are offered through this Leaflet, as further described on page 13.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective of the Fund will be obtained by predominantly gaining exposure to global equity markets. The Fund will gain this exposure by investing in equities, equity related securities (including common stocks, preferred stocks and securities convertible into or exchangeable for such equity securities) and Investment Funds (including exchange traded funds) that are listed or traded on Recognised Markets. For the avoidance of doubt, the Fund allows for exposure to Emerging Market equities. It is the intention that the Fund's investments in Emerging Markets will be limited to a maximum of 30% of the Net Asset Value of the Fund.

The Investment Manager will utilise top-down macro analysis methodologies to evaluate the general attractiveness of asset types, regions, countries and investment styles. The analysis is based on a set of fundamental and financial indicators (e.g., indicators for monetary conditions, expected regional and individual country growth rates, corporate earnings, valuation and relative strength) and is aimed to determine net equity exposure and weight regions and/or countries and/or investment styles (e.g., smaller cap exposure versus large cap exposure) within the portfolio. The Investment Manager then will use bottom-up selection analysis (i.e., individual asset analysis) to select assets to hold in the portfolio with exposure to the selected regions and/or countries and/or styles in pursuance of the investment objective.

The investment selection process is not primarily based on market capitalisation and therefore may exhibit strong deviations from cap-weighted equity benchmark indices. The Fund will have no industry or market capitalisation focus.

The Fund may invest up to 100% of its net assets in Investment Funds in accordance with the conditions set down by the Central Bank. The investment policy of such Investment Funds, for the most part, will be consistent with the investment policy of the Fund, however the Fund may also invest in Investment Funds with exposure to bonds and/or currencies. The maximum level of management fees that may be charged to the Investment Funds in which the Fund invests is 2% of net assets. The types of Investment Funds in which the Fund may invest are as follows:-



- UCITS
- schemes established in Guernsey and authorised as Class A Schemes;
- schemes established in Jersey as Recognised Funds;
- schemes established in the Isle of Man as Authorised Schemes;
- Retail Investor AIFs authorised by the Central Bank provided such investment fund complies in all material respects with the provisions of the UCITS Regulations and the Central Bank Regulations; and
- AIFs authorised in a Member State of the EEA, the US, Jersey, Guernsey or the Isle of Man and which comply, in all material respects, with the provisions of the UCITS Regulations and the Central Bank Regulations.

The Fund may also invest in other Funds of the Company. Such investment is known as “cross-investment”. The Fund may not, however, invest in shares of another Fund which itself holds shares in other Funds of the Company. Furthermore, the Fund may invest in Investment Funds managed by an affiliate of the Manager.

It is the intention that at least 51% of the Fund’s net assets will be invested directly in equities listed on a Recognised Market or indirectly via Investment Funds that invest in equities listed on a Recognised Market.

The Investment Manager may invest up to 10% of the Fund’s net assets in Exchange Traded Commodities (ETC) that are listed or traded on Recognised Markets. Exchange Traded Commodity securities, or ‘ETCs’, are transferable securities issued by any issuer globally (including, for example, corporations and trusts) which reflect the performance of an underlying commodity or commodity index. ETCs enable investors to gain exposure to commodities without trading futures or taking physical delivery. The Fund may invest in ETCs providing indirect exposure to commodities and commodity indices in the precious metals sector. The ETCs will not embed any derivatives. The Fund’s investment in ETCs will be limited to ETCs which are eligible under the UCITS Regulations (i.e., amongst other things, ETCs will be transferable, sufficiently liquid and negotiable, can be reliably valued and have risks which can be assessed on an on-going basis by the Fund).

In addition, the Fund may invest in fixed and floating rate bonds and debentures issued by corporates, governments or government like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating that are listed or traded on Recognised Markets.

In addition, the Fund may use financial derivative instruments as set out in more detail below in the section entitled ‘Financial Derivative Instruments’.

The Investment Manager of the Fund may, at any time and in its absolute discretion, increase the cash position of the Fund where it considers this prudent or necessary, for example, due to prevailing market conditions.

**An investment in a fund which invests in warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

It is the intention of the Fund to adhere to the investment policy referred to above as much as possible, however, market circumstances (e.g., exceptional market circumstances outside the control of the Investment Manager) may lead to temporary deviations from this policy.

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus including the Emerging Market Risk Factors on pages 52 to 53.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Equity Index Futures and Equity Index Options**

The Fund may utilise exchange traded Equity Index Futures and Equity Index Options to seek to hedge against market risk or gain exposure to an underlying equity market. Hedging against a decline in the value of a position does not eliminate fluctuations in the values of positions or prevent losses if the values of such positions decline, but establishes

other positions designed to gain from those same developments, thus moderating the decline in the positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class Y Shares or Class BN Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE0003722596	987737
Class Y Shares	IE00B9HHB700	A1J8U2
Class BN Shares	IE00BF2FJJ98	A2H50F

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class Y Shares is €1,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class A Shares and the Class Y Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

For the Class A Shares and the Class Y Shares, a redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged

on any redemption of such Shares. At present, no redemption charge is payable in respect of these Shares.

No redemption charge is payable in respect of the Class BN Shares.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is two Business Days prior to the relevant Dealing Day.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, Class Y Shares and Class BN Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a

substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

### **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.25%
Class Y Shares	2.00%	0.25%
Class BN Shares	2.00%	0.75%

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER INTERNATIONAL GROWTH**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler International Growth (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the

Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

- "Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;
- "Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;
- "Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class; and
- "Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

Metzler International Growth is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

### Classes of Shares

Four Classes of Shares in the Fund are offered through this Leaflet, as described further on page 9.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The investment objective will be obtained by investing predominantly in equities and equity related securities (including warrants) of international growth companies that are listed or traded on Recognised Markets. It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market. Investments in warrants shall not exceed 10% of the Fund's assets.

In addition, the Fund may invest in fixed and floating rate bonds and debentures issued by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

**An investment in a fund which invests in such equity warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

### Financial Derivative Instruments

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class B Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Shares	ISIN	WKN
Class A Shares	IE0003723560	989439
Class B Shares	IE00B7VBX017	A1J1NU
Class BN Shares	IE00BFNQ8D85	A2H8XC
Class X Shares	IE00BFNQ8F00	A2H8XD

### Initial Offer Period

The initial offer period in respect of Class A Shares, Class BN Shares and Class X Shares has closed.

The initial offer period in respect of the Class B Shares shall be open until 5pm, 7 February 2020.

During the initial offer period the Class B Shares shall be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscription Charges



A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

For all Share Classes with the exception of the Class BN Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Shares.

No redemption charge is payable in respect of the Class BN Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, Class B Shares, Class BN Shares and Class X Shares will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## Description of Investment Manager

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

## Investment Manager's Fee

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

## Management Fee

Different levels of management fee may apply to each Class of Share, details of which are set out below:

Class of Share	Maximum Management Fee	Actual Management Fee
Class A Share	2.00%	1.80%
Class B Share	2.00%	0.75%
Class BN Share	2.00%	0.75%
Class X Shares*	2.00%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

## Administration Fee

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

## Investment Research Charge

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU) ("**MiFID II**"), the Investment Manager of the Fund operates a research payment account ("**RPA**") which means that the Fund will bear the costs and expenses

associated with investment research required in connection with the operation of such Fund. In accordance with the requirements of MiFID II, the level of costs and expenses borne by the Fund for investment research shall not exceed an amount equivalent to 0.2% of the Fund's Net Asset Value or EUR 130,000 per annum, whichever is lower.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER JAPANESE EQUITY FUND**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Japanese Equity Fund (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

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- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the

Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.



## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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Metzler Japanese Equity Fund is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

### **Classes of Shares**

Four Classes of Shares in the Fund are offered through this Leaflet, as described further on page 9.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing predominantly in equities of companies located in Japan, constituted in the Tokyo Stock Price Index (TOPIX). It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

In addition, the Fund may invest in equities and equity related securities (including warrants) of other Japanese companies, in government and corporate bonds and debentures each having an Investment Grade or Equivalent Rating. Equity investments of the Fund may at any time include Value Stocks. All investments must be listed or traded on a Recognised Market. Investments in warrants shall not exceed 10% of the Funds assets.

**An investment in a fund which invests in warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Fund can invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

### **The Tokyo Stock Price Index**

The Tokyo Stock Price Index is the index of the Tokyo Stock Exchange which was launched on 1 July 1969. It is a capitalisation-weighted index of all the companies listed on the first section of the Stock Exchange. The index is supplemented by the subindices of the 33 industry sectors and developed with a base index value of 100 as of 4 January 1968. It reflects growth of the market against this base aggregate market value of 100. The index calculation excludes temporary issues and preferred stock.

In order to spread the risk inherent to the management of the Fund the Manager may appoint investment managers from time to time. Criteria for such appointments will include proven track record in portfolio management, specialist skills in particular markets and instruments, good reputation and an adherence to best market practices in line with the general investment objectives of the Fund.

As at the date of this Leaflet, TOPIX is not yet included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not intended that the Fund will use financial derivative instruments, therefore the Fund will not be leveraged through the use of derivative instruments.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class B Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE0003722711	989437
Class B Shares	IE00B42CGK39	A0YAYN
Class BN Shares	IE00BD1K6K10	A2H8XN
Class X Shares	IE00BD1K6L27	A2H8XP

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable in respect of the Class BN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

For all Share Classes with the exception of the Class BN Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Share Classes.

No redemption charge is payable in respect of the Class BN Shares.

### **Dealing Day**

The Dealing Day means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares (as described in Section 7F of the Prospectus) provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund. A Business Day immediately following a Japanese holiday shall not be a Dealing Day. All other Business Days will be Dealing Days for the Fund.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is two Business Days prior to the relevant Dealing Day. Applications will not be deemed to be received on a Business Day preceding a Japanese holiday and will be deemed to be received on the next Business Day.

### **Valuation Point**

The Valuation Point for the Fund is 12.30 am GMT (or such other time as the Directors may in their discretion determine) on the second weekday (Monday - Friday) immediately following the Dealing Deadline, being the time at which the latest available closing prices on relevant Recognised Markets are used for the purpose of the valuation of assets and liabilities of a Fund (details of which are set out in Section 8 of the Prospectus). The Valuation Point will be delayed by one weekday for each non-Business Day immediately following the Dealing Deadline.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

## **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, the Class B Shares, the Class BN Shares and the Class X Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## **The Investment Manager**

The Manager has delegated to T&D Asset Management Co., Ltd., Japan ("**TDAM**") in respect of the Metzler Japanese Equity Fund its duties as investment manager and its duties in relation to the exercise of voting rights conferred by the assets of the Metzler Japanese Equity Fund. The Company has consented to such delegation.

The Investment Management Agreement between TDAM and the Manager permits the Manager to terminate the appointment of TDAM to the extent that the Manager determines that it intends to perform any or all of the functions delegated by it to TDAM.

## **Description of the Investment Manager**

The description of the Investment Manager is set out in section 3D of the Prospectus.

## **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

## **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

## **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.50%
Class B Shares	2.00%	1.00%
Class BN Shares	2.00%	1.00%
Class X Shares*	2.00%	0.40%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER WERTSICHERUNGSFONDS 90**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Wertsicherungsfonds 90 (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e. where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *UK*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment

scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

- "Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;
- "Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;
- "Class C Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;
- "Class F Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income; and
- "Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler Wertsicherungsfonds 90 is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Five Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation while aiming to restrict negative returns within a calendar year to 10%, thus aiming to preserve a minimum Net Asset Value per Share (adjusted for dividend distributions) at year end of 90% of the Net Asset Value per Share at the beginning of a calendar year. To achieve this objective, the fund pursues a capital preservation strategy (Wertsicherungsstrategie).

**While the Fund will aim to restrict negative returns within a calendar year to 10% in accordance with the investment objective, there is no guarantee or assurance that this objective will be met.**

### Investment Policy

The Fund will seek to attain its investment objective by gaining exposure to the global equity and debt securities markets. The Fund will gain this exposure by predominantly investing in global stock index derivatives and interest rate/bond derivatives. Where investment opportunities arise, the Fund may also invest directly in debt securities, equities and equity related securities (for example, ADRs, GDRs, warrants) all of which are listed or traded on a Recognised Market. Any cash not required to be paid by way of margin or premium on derivative transactions, or invested directly in equities or debt securities, may be invested in Money Market Instruments (for example, promissory notes, commercial paper).

The Fund will have no primary sector, geographical or capitalisation focus.

Financial derivative instruments utilised by the Investment Manager to gain exposure to the global equity and debt securities markets include global equity index futures and global interest rate/bond futures. The criterion for the selection of global stock index derivatives is the market liquidity of index futures. Examples of the indices include, but shall not be limited to, the EURO STOXX 50, TOPIX, S&P 500, FTSE 100, SMI, Hang Seng (details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the section entitled 'Use of Financial Derivative Instruments'.

The debt securities in which the assets of the Fund may be invested include fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like

entities (i.e., agency, supranational, government guaranteed, federal state, local authority), each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund may invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

The Fund will aim to achieve a positive return while restricting negative returns that may occur in a calendar year to a predetermined limit ("Annual Risk Budget") on the basis of a dynamic (i.e., flexible and variable) asset allocation. The Annual Risk Budget is set at the beginning of each calendar year at 10% of the Net Asset Value per Share (adjusted for dividend distributions). The Investment Manager will focus on controlling systematic risk (market risk and beta risk) over time with the aim that negative returns, if any, will not exceed the Annual Risk Budget. The overall aim of generating positive returns while seeking to restrict losses during declining or volatile market conditions is achieved through a capital preservation strategy which involves the dynamic management of asset allocation between bond, equity and money market exposure. During this process, risk associated with equities and interest rates (influenced by market conditions) will be managed dynamically by the Investment Manager on the basis of a quantitative model. The quantitative model involves the Investment Manager monitoring on an ongoing basis the relative performance of the equity and bond sectors while factoring in the Fund's ongoing performance, measured against the Annual Risk Budget. Asset Allocation under the model is generally weighted towards the asset class (e.g., equities or bonds) with the better relative performance although the risk associated with each sector and the Annual Risk Budget are also important considerations for the Investment Manager. Accordingly, the proportion of equity and bond exposure is not fixed but varies according to the specific quantitative model being adopted by the Investment Manager. It is not possible, therefore, for the Investment Manager to determine specific equity and bond weightings in respect of the Fund as this will be dependent on market conditions. The Fund aims to achieve an attractive participation in positive market phases while reducing losses in declining or volatile market phases, through appropriate adjustment of the asset allocation. In difficult market conditions, the Fund may reduce equity and bond exposure in the portfolio and in extreme market conditions, in order to protect the Fund from losses in excess of the Annual Risk Budget, the equity and bond exposure could be reduced to zero leaving the Fund with exposure to Money Market Instruments.

**Loss preventions, capital preservation or compliance with the Annual Risk Budget can at no time be guaranteed. The Annual Risk Budget is based on the Fund's performance over the full calendar year. Accordingly, subscriptions during the course of a year may bear higher losses than the Annual Risk Budget.**

#### *Use of Financial Derivative Instruments*

The financial derivative instruments employed by the Fund may be:

Exchange traded equity index future and/or option contracts (i.e., a contract which has an equity index as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge or achieve exposure to interest rate or bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded bond future and/or option contracts (i.e., a contract which has a bond index or individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or over the counter currency forward contracts (i.e. contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 500% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 500% and in short positions 450% of its net asset value respectively.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.



## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Interest Rate Futures**

Interest rate futures contracts are exchange traded and carry the interest rate risk (duration) of the cheapest to deliver bond in the deliverable basket, or the otherwise contractually set interest rate risk. Bond futures with a basket of allowed deliverable bonds also carry so called basis risk that can affect the returns on the margin.

## **Equity Index Futures and Equity Index Options**

The Fund may utilise exchange traded Equity Index Futures and Equity Index Options to seek to hedge against market risk or gain exposure to an underlying equity market. Hedging against a decline in the value of a position does not eliminate fluctuations in the values of positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies and political and economic events in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

## **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous

remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies and political and economic events in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class A Shares, Class B Shares, Class C Shares, Class F Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00BFNQ8P08	A2H8XM
Class B Shares	IE00B8KKF339	A1J1NS
Class C Shares	IE00BLG2YC63	A111Q4
Class F Shares	IE00BVYPMN44	A14PPX
Class X Shares	IE00BZ7PY449	A2DGG5

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares is EUR 100,000 or such other amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class C Shares is EUR 500,000 or such other amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of the Fund.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A Shares, Class B Shares, Class C Shares and Class X Shares will be distributing in nature. The Class F Shares will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	0.9%
Class B Shares	2.00%	0.60%
Class C Shares	2.00%	0.35%
Class F Shares	2.00%	1.20%
Class X Shares*	0%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER EURO CORPORATES SHORT TERM**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Euro Corporates Short Term (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 8 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 2 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

#### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating class of shares of no par value in the capital of the Fund which has been designated as a EUR class and which will distribute its income; and

**"Class X Shares"** means a participating class of shares of no par value in the capital of the Fund which has been designated as a EUR class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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Metzler Euro Corporates Short Term is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

### **Classes of Shares**

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 11.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve interest income and long term capital appreciation.

### **Investment Policy**

The Fund shall seek to attain its investment objective by investing predominantly in corporate debt securities of global issuers denominated in Euro, with a period to maturity of up to five years. Examples of such securities include, but are not limited to, fixed coupon corporate bonds and floating rate corporate bonds. The Investment Manager utilises a combination of a macro top down selection methodology and a bottom up fundamental analysis approach with regard to the selection of such securities – the asset class selection and the rating allocation will follow the top down approach and the security selection (within the selected asset classes and rating allocation) will adopt the bottom up approach. The focus will be on non-financial sector corporate debt securities.

In addition, the Fund may also invest in other Euro denominated debt securities such as fixed and floating rate government bonds, covered bonds, treasury notes and debentures. For the avoidance of doubt, this includes Money Market Instruments (for example, promissory notes, commercial paper). Any debt securities in which the Fund invests will have rating of at least Investment Grade or Equivalent Rating at the time of purchase, and will be listed or traded on Recognised Markets.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment objective and policy of such Investment Funds will be consistent with the investment objective and policy of the Fund.

The Fund may also use financial derivative instruments as set out in more detail below in the section entitled 'Use of Financial Derivative Instruments'.

It is the intention of the Fund to adhere to the investment policy referred to above as much as possible, however, market circumstances (e.g., exceptional market circumstances outside the control of the Investment Manager) may lead to temporary deviations from this policy such as increasing the cash holding in the Fund.

### *Use of Financial Derivative Instruments*

The financial derivative instruments employed by the Fund may be:

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge or achieve exposure to interest rate or bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded bond future and/or option contracts (i.e., a contract which has a bond index or individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a short to medium term investment horizon and who are prepared to accept a low to moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures and options prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Options**

An option is the right, but not the obligation, to buy (for a call option) or sell (for a put option) a specific amount of a given stock, currency, index, or debt, at a specified price (the strike price) during a specified period of time. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These



activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions).

### **Interest Rate Futures**

Interest rate futures contracts are exchange traded and carry the interest rate risk (duration) of the cheapest to deliver bond in the deliverable basket, or the otherwise contractually set interest rate risk. Bond futures with a basket of allowed deliverable bonds also carry so called basis risk that can affect the returns on the margin.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### Initial Offer Period

The initial offer period for the Class X Shares shall be open until 5pm, 7 February 2020.

During the initial offer period, the Class X Shares will be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00B8KKJT75	A1J1NR
Class X Shares	IE00BGJWXS78	A2N49W

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present no redemption charge is payable in respect of the Fund.

### **Minimum Initial Subscription**

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that each Class of Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the "**Investment Manager**") to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

## Investment Manager's Fee

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

## Performance Fee

The Manager may also be entitled to a performance related management fee, details of which are set out below:

<b>Benchmark</b>	<b>Max % of outperformance payable (Participation Rate)</b>	<b>% of outperformance payable (Participation Rate)</b>
ICE BofAML EMU Corporates Non-Financial 1-3 Yr	25%	25%

The Performance Fee payable in respect of the Class A Shares is capped at a maximum fee payable of 1% of the Performance Fee Base.

As at the date of this Leaflet, the benchmark administrator is not yet included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

Investors should also refer to Section 6G of the Prospectus, where details of the performance fee are disclosed.

## Management Fee

Details of the management fee applicable to the Shares of the Fund are set out below:

<b>Class of Shares</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	0.30%
Class X Shares*	2.00%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the relevant Class of Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of the Class X Shares only, an annual amount of 0.02% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER ALTERNATIVE MULTI STRATEGY**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET

8 August 2019

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**This Leaflet relates to Metzler Alternative Multi Strategy (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on pages 10 to 13 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the Investor should have experience with volatile products and be able to accept significant temporary losses. An investment horizon of at least 5-10 years is required in order to ride out potentially adverse market developments.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section



264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the

Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

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The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class A1 Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler Alternative Multi Strategy is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Three Classes of Shares in the Fund are offered through this Leaflet, as further described on page 15.

**The Fund's investment programme is speculative and entails certain risks. There can be no assurance that the investment objective of the Fund will be achieved or that the Fund will not incur substantial losses. In addition, the use of leverage and other investment practices to be employed by the Fund can in certain circumstances substantially increase any adverse impact on the Fund's investment portfolio. An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by investing predominantly in a broadly diversified portfolio of derivatives strategies based on the equity, bond and currency markets.

The derivative strategies aim to generate positive returns independent of the direction of the market, aiming to benefit both from rising as well as from falling prices of the underlying assets. Each derivative contract traded under the strategies can be bought (long) or sold (short). Details of the specific financial derivative instruments employed by the Fund are set out in the sections entitled 'Financial Derivative Instruments' and 'Borrowing and Leverage Policy' below.

The assets underlying the financial derivatives contracts will predominantly comprise global equity indices (examples of the type of global equity indices include, but are not limited to, the S&P 500, the FTSE 100 and the Dow Jones Industrial Average, details of which are widely available on the internet as further described in Appendix 14 of the Prospectus) interest rates or fixed income instruments (such as government bonds) and currencies.

The overall investment strategy of the Investment Manager can be characterised as 'Alternative Multi Strategy' which involves the Investment Manager seeking to achieve a high level of diversification by implementing a variety of investment strategies, with no specific focus on any individual asset class, instrument, sector, currency or region. The Investment Manager aims to diversify across a wide range of asset classes and underlyings. The Fund's

exposure to positions with higher risk characteristics will be less than its exposure to positions with lower risk characteristics.

The Investment Manager will trade a broad range of derivatives such as futures, FX forwards and options under each of the various strategies. The strategies that the Investment Manager will apply in respect of the Fund are all quantitatively driven, rule-based and can be divided into groups, such as carry, volatility, momentum, and relative value. The strategies to be adopted can be described as follows:

- the **carry strategies** analyse the yield (i.e. income generated over a period of time) of global equity, bond and currency markets. Financial derivative instruments such as equity index futures, bond futures, currency futures, credit default swaps and currency forwards are traded under the carry strategies to benefit from yield differentials (i.e. difference in the yields of different asset classes) with limited directional market exposure (i.e. limited exposure to the movement in price of the underlying to the derivative);
- the **volatility strategies** capitalise on the existence of a volatility risk premium that serves to compensate sellers of options (call and put options) for unfavourable outcomes. The volatility risk premium can be described as the difference between the implied volatility, which reflects the expected volatility of market participants and which determines the option's price, and the subsequent realised volatility of the underlying asset. Financial derivative instruments such as options and futures are traded under the volatility strategies to obtain that premium;
- the **momentum strategies** capitalise from the knowledge that investors tend to either under-react or over-react after receiving new information which results in price trends. They capture trends in equity, fixed income and FX markets and produce option payoff profiles (risk/return profiles) that are replicated by dynamically trading the underlying assets (i.e. intermittently adjusting the assets to suit market conditions) using exchange-traded futures and FX forwards. The Investment Manager's FX policy in this regard is to actively manage FX positions based on the recent trend of each currency (i.e. the Fund will buy currencies that have been rising recently and will sell currencies that have been falling);
- the **relative value strategies** analyse the relative performance of global equity, bond and currency markets. Financial derivative instruments such as equity index futures, bond futures, currency futures and currency forwards are traded under the relative value strategies to benefit from mean reversion (i.e. the assumption that the price will eventually revert back to its long-run mean) with limited directional market exposure.

The above strategies can be divided into two groups: alternative risk premia (carry strategies and volatility strategies) and market inefficiencies (momentum strategies and relative value strategies). Alternative risk premia are characterised as natural sources of return as they compensate investors for taking systematic risk. As such, this group serves as the main return driver. However, all risk premia will be affected by periods of strong risk aversion. In order to provide diversification, the Investment Manager also applies strategies that exploit the market inefficiencies that are most prevalent during periods of market stress. All strategies are rules based and quantitatively driven, i.e. an algorithm determines the individual positions. The Investment Manager aims to allocate a similar risk budget to strategies and across all asset classes.

The Investment Manager uses a combination of these strategies, and the theories behind them, to select the Fund's portfolio of derivative contracts and also to determine the timing of

opening/closing the contracts. This is a systematic process and is designed to achieve broad diversification across the whole portfolio in terms of the strategies used, exposure to asset classes and time horizons. Current market volatility is constantly monitored by the Investment Manager and this volatility is used to systematically identify and update optimum portfolio positions and weightings. The use of a combination of strategies reduces the weaknesses of individual strategies in certain market phases and aims to consistently improve the risk-return profile of the Fund.

Any cash not required to be paid by way of margin or premium on derivative transactions may be invested in Money Market Instruments (for example, promissory notes, commercial paper) or bonds. The Fund may invest in fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge or achieve exposure to interest rate or bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Over the counter Credit Default Swaps (CDS) (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to manage the Fund's credit risk.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

## **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives described above, and calculated in accordance with the requirements of the Central Bank, is expected to be approximately 500% to 1100% of Net Asset Value. However, it is anticipated that the maximum leverage may be up to 1,400% of Net Asset Value under certain market conditions, such as in periods of low volatility, whereby financial derivative instruments, as outlined above, with large notional amounts are entered into (thereby increasing the leverage figure which is calculated by adding together these notional amounts). Such leverage typically consists of both long and short positions, where the expected maximum short positions (being part of the total leverage) may be up to 1000% of the Net Asset Value and long exposures are anticipated to be between 0% and 1,400%.

## **Profile of the Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

## **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

Subject to the conditions and within the limits from time to time laid down by the Central Bank, and except where otherwise stated in the investment objective and policies of the Fund, the Fund may engage in transactions in financial derivative instruments, whether for hedging purposes or investment purposes.

The investments made in this Fund may be subject to substantial fluctuations and no guarantee can be given that the value of the derivatives positions will not be negative.

The factors that may trigger such fluctuations or can influence their scale include but are not limited to:

- Fluctuations in equity markets
- Changes in interest rates
- Changes in exchange rates
- Changes in the volatility of the relevant assets
- Changes in the correlation between the relevant assets

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

Furthermore, investors should be aware of the following particular risks which arise as a result of the Fund's investment policy with respect to employing FDIs:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or



on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

## **Combination Transactions**

The Fund may engage in spreads or other combination options transactions involving the purchase and sale of related exchange traded or OTC options and futures contracts. These transactions are considerably more complex than the purchase or writing of single options. They involve the risk that executing simultaneously two or more buy or sell orders at the desired prices may be difficult or impossible, the possibility that a loss could be incurred on both sides of a multiple options transaction, and the possibility of significantly increased risk exposure resulting from the hedge against loss inherent in most spread positions being lost as a result of the assignment of an exercise to the short leg of a spread while the long leg remains outstanding. In addition, the transaction costs of combination options transactions can be especially significant due to separate costs being incurred on each component of the combination.

## **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## **Forward Contracts**

The Fund may trade forward contracts in the interbank currency market. Such forward contracts are not traded on exchanges; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis.

In general, governmental authorities do not regulate trading in forward contracts; 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 or commodities 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 any market traded by the Fund due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which the Investment Manager would

otherwise recommend, to the possible detriment of the Fund. Market illiquidity or disruption could result in major losses to the Fund.

### **Highly Volatile Derivative Instruments**

The prices of derivative instruments, including options, are highly volatile. Price movements of forward contracts and other derivative contracts in which the 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 currencies and financial instrument options. The Fund also is subject to the risk of the failure of any of the exchanges on which its positions trade or of their clearing houses.

### **Credit Default Swap Risks**

Credit Default Swaps (CDS) are two-party financial derivative contracts and therefore carry derivative risk and counterparty risk. In addition, because CDS are two-party contracts and may have terms of greater than seven days, CDS contracts may be considered to be illiquid or difficult to value. The CDS market is largely unregulated.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Class A Shares and Class A1 Shares are available to all investors. Class X Shares are available only to professional investors who make a minimum initial investment of €20,000,000. Shares in the Fund will be issued either as Class A Shares, Class A1 Shares and Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### Minimum Initial Subscription

The minimum initial subscription in relation to the Class X Shares is €20,000,000.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00B8KKJW05	A1J1NT
Class A1 Shares	IE00BF2FJQ65	A2H50M
Class X Shares	IE00BB0RGS71	A1WZRH

### Initial Offer Period

The initial offer period for the Class A Shares, the Class A1 Shares and the Class X Shares is now closed and the Shares are available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of the Fund.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that Class A Shares, Class A1 Shares and Class X Shares will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the "**Investment Manager**") to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

## Investment Manager's Fee

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

## Performance Fee

The Manager may also be entitled to a performance related management fee in respect of Class A Shares only, details of which are set out below and as further disclosed in the Prospectus:

<b>Class of Share</b>	<b>Benchmark</b>	<b>Max % of outperformance payable (Participation Rate)</b>	<b>% of outperformance payable (Participation Rate)</b>
Class A Share	ICE BofAML Euro Currency 3-Month Deposit Bid Rate Index (L3EC)	15%	15%

As at the date of this Leaflet, the benchmark administrator is not yet included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011).

## Calculation of Performance Fee and High Water Mark

Investors should refer to Section 6G of the Prospectus, where details of the Performance Fee are disclosed.

In addition to the Performance Fee calculation and methodology as set out in the Prospectus, no Performance Fee is accrued or payable until the Net Asset Value of the Class A Shares (adjusted for Performance Fee accrual and distributions, if any) exceeds the High Water Mark. Furthermore, the Performance Fee is only payable on the increase in adjusted Net Asset Value of the Class A Shares over the High Water Mark.

The first High Water Mark for the purposes of the above Performance Fee calculation shall be taken as the Net Asset Value of the Class A Shares as calculated at the end of the Performance Period ending 7 August 2019.

The new Performance Fee Benchmark and Performance Period (reflecting a change of Benchmark) will commence on 8 August 2019.

For the purpose of the above calculation, the 'High Water Mark' means the highest Net Asset Value of the Class A Shares (adjusted for the Performance Fee payment) at the end of any previous Performance Period upon which a Performance Fee was payable or paid.

The Performance Fee payable in respect of the Class A Shares is capped at a maximum fee payable of 3% of the Performance Fee Base.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2%	0.40%
Class A1 Shares	2%	0.80%
Class X Shares*	2%	0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER WERTSICHERUNGSFONDS 98**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Wertsicherungsfonds 98 (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager).**

**Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 8 of this Leaflet.**

**In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 2 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

#### *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## INTRODUCTION

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Metzler Wertsicherungsfonds 98 is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation while aiming to restrict negative returns within a calendar year to 2%, thus aiming to preserve a minimum Net Asset Value per Share (adjusted for dividend distributions) at year end of 98% of the Net Asset Value per Share at the beginning of a calendar year. To achieve this objective, the fund pursues a capital preservation strategy (Wertsicherungsstrategie).

**While the Fund will aim to restrict negative returns within a calendar year to 2% in accordance with the investment objective, there is no guarantee or assurance that this objective will be met.**

### Investment Policy

The Fund will seek to attain its investment objective by gaining exposure to the EU debt securities markets and the global equity markets. The Fund will gain this exposure by predominantly investing in EU interest rate/bond derivatives and global equity index derivatives. Financial derivative instruments utilised by the Investment Manager to gain exposure to the EU debt securities and global equity markets include EU interest rate bond futures and global equity index futures. The criterion for the selection of such futures is the market liquidity of the relevant futures. Examples of the global equity indices include, but shall not be limited to, the EURO STOXX 50, TOPIX, S&P 500, FTSE 100, SMI, Hang Seng (details of which are widely available on the internet as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the section entitled 'Use of Financial Derivative Instruments'.

Where investment opportunities arise, the Fund may also invest directly in EU debt securities, and global equities and equity related securities (for example, ADRs, GDRs, warrants), all of which are listed or traded on a Recognised Market. The debt securities in which the assets of the Fund may be invested include fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority) each having an Investment Grade or Equivalent Rating, and are listed or traded on Recognised Markets.

Depending on market conditions, the Fund may be fully invested in the EU debt securities markets. Exposure to the equity markets will be limited to 20% of its Net Asset Value and this exposure will have no primary sector, geographical or capitalisation focus.

Any cash not required to be paid by way of margin or premium on derivative transactions, or invested directly in debt securities or equities, may be invested in Money Market Instruments (for example, promissory notes, commercial paper).

The Fund may invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

The Fund will aim to achieve a positive return while restricting negative returns that may occur in a calendar year to a predetermined limit ("**Annual Risk Budget**") on the basis of a dynamic (i.e., flexible and variable) asset allocation. The Annual Risk Budget is set at the beginning of each calendar year at 2% of the Net Asset Value per Share (adjusted for dividend distributions). The Investment Manager will focus on controlling systematic risk (market risk and beta risk) over time with the aim that negative returns, if any, will not exceed the Annual Risk Budget. The overall aim of generating positive returns while seeking to restrict losses during declining or volatile market conditions is achieved through a capital preservation strategy which involves the dynamic management of asset allocation between bond, equity and money market exposure. During this process, risk associated with equities and interest rates (influenced by market conditions) will be managed dynamically by the Investment Manager on the basis of a quantitative model. The quantitative model involves the Investment Manager monitoring on an ongoing basis the relative performance of the equity and bond sectors while factoring in the Fund's ongoing performance, measured against the Annual Risk Budget. Asset Allocation under the model is generally weighted towards the asset class (e.g., equities or bonds) with the better relative performance although the risk associated with each sector and the Annual Risk Budget are also important considerations for the Investment Manager. Accordingly, the proportion of equity and bond exposure is not fixed but varies according to the specific quantitative model being adopted by the Investment Manager. It is not possible, therefore, for the Investment Manager to determine specific equity and bond weightings in respect of the Fund as this will be dependent on market conditions. The Fund aims to achieve an attractive participation in positive market phases while reducing losses in declining or volatile market phases, through appropriate adjustment of the asset allocation. In difficult market conditions, the Fund may reduce equity and bond exposure in the portfolio and in extreme market conditions, in order to protect the Fund from losses in excess of the Annual Risk Budget, the equity and bond exposure could be reduced to zero leaving the Fund with exposure to Money Market Instruments.

**Loss preventions, capital preservation or compliance with the Annual Risk Budget can at no time be guaranteed. The Annual Risk Budget is based on the Fund's performance over the full calendar year. Accordingly, subscriptions during the course of a year may bear higher losses than the Annual Risk Budget.**

#### *Use of Financial Derivative Instruments*

The financial derivative instruments employed by the Fund may be:

Exchange traded equity index futures and/or option contracts (i.e., a contract which has an equity index as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded interest index futures and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge or achieve exposure to interest rate or bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded bond future and/or option contracts (i.e., a contract which has a bond index or individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 350% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 350% and in short positions 300% of its net asset value respectively.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a short to medium term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Interest Rate Futures**

Interest rate futures contracts are exchange traded and carry the interest rate risk (duration) of the cheapest to deliver bond in the deliverable basket, or the otherwise contractually set interest rate risk. Bond futures with a basket of allowed deliverable bonds also carry so called basis risk that can affect the returns on the margin.



## **Equity Index Futures**

The Fund may utilise exchange traded equity index futures to seek to hedge against market risk or gain exposure to an underlying equity market. Hedging against a decline in the value of a position does not eliminate fluctuations in the values of positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

## **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable

to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **THE FUND**

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### **Base Currency**

The base currency of the Fund is the Euro.

### **ISIN/WKN**

<b>ISIN</b>	<b>WKN</b>
IE00BLG2YD70	A111Q5

### **Subscriptions**

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### **Subscription Charges**

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of Shares. At present no redemption charge is payable in respect of the Fund.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is intended that the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager’s remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Details of the management fee applicable to the Shares of the Fund are set out below:

<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
2.00%	0.35%

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the

initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €20,000 to €25,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER EUROPEAN DIVIDEND SUSTAINABILITY**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler European Dividend Sustainability (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

**The following restrictions apply to all Share Classes in the Fund except those Share Classes listed in Appendix 12 of the Prospectus that are registered for public marketing in the United Kingdom:**

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("**FSMA**") of the United Kingdom. An application may be made to the Financial Conduct Authority ("**FCA**") for the Company to be recognised pursuant to

Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.



## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class;

**"Class BN (GBP) Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Sterling class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

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**Metzler European Dividend Sustainability** is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Five Classes of Shares in the Fund are offered through this Leaflet, as further described on page 10.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve long term capital appreciation.

### **Investment Policy**

The investment objective will be obtained by investing predominantly in European equities and equity related securities such as, but not limited to, warrants, ADRs and GDRs, that are listed or traded on Recognised Markets.

The main investment focus of the investment portfolio will be on companies with an historical record of paying dividends, or with a high potential to pay dividends in the future. It is the intention that at least 75% of the Fund's net assets will be invested directly in equities listed on a Recognised Market.

The Fund will have no industry or market capitalisation focus.

In addition to the "dividend" investment focus, an underlying and integral part of the investment selection strategy of the Fund will be to invest in "sustainable" investments, being investments that meet the Investment Manager's sustainability criteria detailed below. In terms of determining whether an investment is sustainable, the Investment Manager will conduct a sustainability screening process on all current and proposed investments. This screening process is based on the Investment Manager's analysis of defined 'ESG' criteria being environmental (e.g., waste disposal), social (e.g., consumer protection) and governance (e.g., resource management) criteria which help measure a company's sustainability performance. The screening is conducted using sustainability data offered by independent and leading investment research providers. Only companies that the Investment Manager believes to have strong sustainability characteristics are integrated into the investment portfolio. Unsustainable stocks, being companies that do not possess strong ESG characteristics, are excluded from the investment portfolio.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

Exposure to currencies and equity markets may be hedged through the use of currency forward contracts, equity futures and equity options contracts. Further detail in relation to the Fund's use of financial derivative instruments is set out below in the section entitled "*Use of Financial Derivative Instruments*".

The Fund is managed in order to ensure eligibility under the French “Plan d’Épargne en Actions” (“PEA”).

**An investment in a fund which invests in warrants should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

#### *Use of Financial Derivative Instruments*

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

#### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund’s cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

#### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund’s investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

#### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

#### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by written consent of all the Shareholders.

In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund that are issued either as Class A Shares, Class B Shares, Class BN Shares or Class X Shares will be subscribed for and redeemed in Euros. Shares in the Fund that are issued as Class BN (GBP) Shares will be subscribed for and redeemed in Sterling.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### Initial Offer Period

The initial offer period of the Class A, Class B, Class BN, Class BN (GBP) and Class X Shares is now closed.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00BYY02855	A14V5P
Class B Shares	IE00BYY02962	A14V5Q
Class BN Shares	IE00BFNQ8N83	A2H8XL
Class BN (GBP) Shares	IE00BGJWXQ54	A2N49V
Class X Shares	IE00BYY02B89	A14V5R

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B Shares and Class BN Shares is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to the Class BN (GBP) Shares is 500,000 GBP or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class A, Class B and Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable to the Manager in respect of the Class BN Shares and the Class BN (GBP) Shares.

## **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

## **Redemption Charges**

For the Class A, Class B and Class X Shares, a redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares.

No redemption charge is payable in respect of the Class BN Shares and the Class BN (GBP) Shares.

## **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

## **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

## **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

## **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. The Class A Shares, Class B Shares, Class BN Shares, the Class BN (GBP) Shares and Class X Shares in the Fund are distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

### **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.25%
Class B Shares	2.00%	0.75%
Class BN Shares	2.00%	0.75%
Class BN (GBP) Shares	2.00%	0.75%
Class X Shares*	2.00%	0.0%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Investment Research Charge**

Following the implementation of the Markets in Financial Instruments Directive (2014/65/EU) ("**MiFID II**"), the Investment Manager of the Fund operates a research payment account ("**RPA**") which means that the Fund will bear the costs and expenses associated with investment research required in connection with the operation of such Fund. In accordance with the requirements of MiFID II, the level of costs and expenses borne by the Fund for investment research shall not exceed an amount equivalent to 0.1% of the Fund's Net Asset Value or EUR 50,000 per annum, whichever is lower.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €15,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses

including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.



# **METZLER SOVEREIGN SELECT LCR**

## **METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.



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- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United

Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

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The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not

transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class B Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income;

**"Class C Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income;

**"Class BN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class;

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## **INTRODUCTION**

Metzler Sovereign Select LCR is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Five Classes of Shares in the Fund are offered through this Leaflet, as further described on page 10.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## **INVESTMENT OBJECTIVE AND POLICY**

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### **Investment Objective**

The investment objective of the Fund is to achieve interest income and long term capital appreciation.

### **Investment Policy**

The Fund shall seek to attain its investment objective by investing at least 90 per cent of its net asset value in global sovereign debt securities issued by governments or German Bundesländer (local German federal states). The Fund will have no geographical focus and the portfolio will be constructed independent of any benchmark.

The investment focus will be on countries with liquid local government bond markets and sustainable government debt. In the context of its investment selection strategy, the Investment Manager will analyse fundamental economic factors such as, but not limited to, a country's gross domestic product (GDP), debt indicators and the term structure of government bond yields. The investment selection process is not solely based on market capitalisation (volume of outstanding government bonds) and therefore may exhibit strong deviations from cap-weighted benchmark indices. For the avoidance of doubt, the Fund allows for exposure to liquid emerging market debt.

Any debt securities in which the Fund invests will be listed or traded on Recognised Markets.

Debt securities issued by EU or European Economic Area (EEA) governments will have a rating of at least Investment Grade or Equivalent Rating on an ongoing basis. Debt securities issued by governments outside the EU or EEA will have a minimum rating of A-/A3 or Equivalent Rating on an ongoing basis.

For the avoidance of doubt, the Fund may hold, on an on-going basis, no more than 40 percent of its NAV in debt securities issued by government issuers outside the EU or EEA with a rating below AA-/Aa3 or Equivalent Rating.

Securities issued by German Bundesländer will have a rating of at least AA-/Aa3 on an ongoing basis.

The Fund may not purchase any debt securities rated lower than the aforementioned minimum ratings. For the avoidance of doubt, investment in sub-investment grade securities will not be permitted.



The Fund cannot invest in other Investment Funds, including exchange traded funds (ETFs).

For the avoidance of doubt, the Fund's cash exposure will be limited to bank deposits. It is not anticipated that more than 10% of the Net Asset Value of the Fund will be invested in bank deposits.

It is intended that currency exposure will be hedged through the use of currency forward contracts. In addition, the Fund may also use other financial derivative instruments as set out in more detail below in the section entitled 'Use of Financial Derivative Instruments'.

Notwithstanding the above, in the event that an investment is no longer compliant with the aforementioned investment policy, the Manager shall procure the disposal of the relevant investment within 30 calendar days.

It is the intention of the Fund to adhere to the investment policy referred to above as much as possible, however, market circumstances (e.g., exceptional market circumstances outside the control of the Investment Manager) may lead to temporary deviations from this policy such as increasing the cash holding in the Fund. By adopting the above investment policy, the Fund shall be managed in accordance with the eligibility rules for the Liquidity Coverage Ratio imposed by Basel III (i.e., the LCR Regulations). The LCR Regulations are designed to ensure that a credit institution holds sufficient high quality liquid assets to cover its own liquidity needs.

**An investment in a fund which invests in Emerging Markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

#### *Use of Financial Derivative Instruments*

The financial derivative instruments employed by the Fund may be:

Exchange traded interest rate futures (i.e., a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rates or bond markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge currency exposure.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

#### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

#### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 250% and in short positions 200% of its net asset value respectively.

**Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium term investment horizon and who are prepared to accept a moderate level of volatility.

**Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares, Class B Shares, Class C Shares, Class BN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00BYY02D04	A14V5L
Class B Shares	IE00BYY02F28	A14V5M
Class C Shares	IE00BZ7PY332	A2DGG4
Class BN Shares	IE00BFNQ8M76	A2H8XK
Class X Shares	IE00BYY02G35	A14V5N

### Initial Offer Period

The initial offer period in respect of the Class B Shares, Class BN Shares and Class X Shares is now closed.

The initial offer period in respect of the Class A Shares and Class C Shares shall be open until 5pm, 7 February 2020 or such other dates as determined by the Manager in accordance with the Central Bank's requirements.

During the relevant initial offer period, Class A Shares and Class C Shares shall be offered at a price of €100 per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

There is no minimum initial subscription in relation to the Class A Shares of the Fund.

The minimum initial subscription in relation to the Class B Shares, Class C Shares and Class BN Shares of the Fund is €500,000 or such lower amount as may be determined by the Directors in their absolute discretion.

The minimum initial subscription in relation to the Class X Shares of the Fund is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

## **Subscription Charges**

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription. No subscription charge is payable in respect of the Class BN Shares.

## **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

## **Redemption Charges**

For all Shares with the exception of the Class BN Shares, a redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Shares.

No redemption charge is payable in respect of the Class BN Shares.

## **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

## **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

## **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

## **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. The Class A Shares, Class B Shares, Class BN Shares and the Class X Shares are distributing in nature. The Class C Shares are accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

### **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Details of the management fee applicable to the Shares of the Fund are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	0.35%
Class B Shares	2.00%	0.20%
Class C Shares	2.00%	0.20%
Class BN Shares	2.00%	0.20%
Class X Shares*	2.00%	0.00%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.02% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

## **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €15,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

## **Taxation**

Investors should refer to Section 11 of the Prospectus.

## **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler European Equity Enhanced**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler European Equity Enhanced (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.



## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general

public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class AN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager and the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler European Equity Enhanced is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by utilising an 'enhanced equity strategy' which involves the Investment Manager holding long European equity exposure, implementing a covered call derivative strategy to generate additional income on this equity exposure whilst, depending on market conditions, using a protective put derivative strategy to protect the Fund against significant market declines. To achieve this strategy the Fund will invest in European equities, equity related securities (for example, ADRs, GDRs, warrants), equity derivatives and equity index derivatives all of which are listed or traded on a Recognised Market.

The 'enhanced equity strategy' to be adopted can be described further as follows:

- **Long Equity Exposure** – in the selection of equities, the Investment Manager will utilise top-down macro analysis methodologies to evaluate the European equity markets against criteria such as, but not limited to, expected regional and individual country growth rates, volatility of equity markets and the relative attractiveness of asset types to determine weighting of across regions and/or countries of the portfolio. The Investment Manager will then use bottom-up selection analysis to evaluate monetary conditions, relative strengths of sectors within individual regions and/or countries together with historical performance to select the individual equities in order to build a smaller representative portfolio (i.e., an optimised portfolio) that best mirrors the risk-return profile of the European equity markets. The Fund may also purchase equity index futures to gain exposure to European equity markets.
- **Covered call strategy** – should the Investment Manager see an opportunity in the market, it may sell (write) call options on equity or equity indices that the Fund has

exposure to in order to generate additional income, as the Fund will receive a premium from writing a call option.

By implementing a covered call derivative strategy the Fund gives up the opportunity to profit from any increase in its equity exposure.

- **Protective put strategy** - the Investment Manager may purchase put options with the aim of protecting the Fund against future market declines in the value of an equity or equity index that the Fund has exposure to. The put option contract ensures that the equity exposure of the Fund can be sold at an agreed price regardless of how low the price of the equity falls in a declining market. This allows the Fund to benefit from future gains in the value of the asset whilst limiting the risk of the fall in value of the asset. On the purchase of a put option the Fund will pay a premium.

The Fund may at any time hold long and short derivative positions on the same underlying asset, for example the Fund may have sold a covered call option of an underlying asset during stable market conditions to mature at a future date, then due to a declining market the Investment Manager may purchase a protective put on the same underlying equity thus aiming to limit any down side loss of the Fund when the covered call option matures. The assets underlying the financial derivative contracts will predominantly comprise European indices (for example, but not limited to, the ESTX50, FTSE, DAX, CAC, SMI, MSCI Europe, and STOXX Europe, details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the sections entitled 'Use of Financial Derivative Instruments' and 'Borrowing and Leverage Policy'.

For the purpose of efficient cash management, cash not invested directly in European equities or required to cover derivative positions may be invested in term deposits, debt securities or Money Market Instruments (for example, promissory notes, commercial paper).

Debt securities used for the purpose of efficient cash management may be fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state and local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on a Recognised Market. If debt securities are used for this purpose, the Investment Manager will attempt to eliminate the interest rate or duration exposure associated with these debt securities through the use of short derivatives contracts (futures and/or options), to ensure the Fund is not exposed to the volatility of debt markets.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

#### *Use of Financial Derivative Instruments*

The Fund intends to invest substantially in financial derivative instruments. The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to generate income, hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge exposure to bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rate or bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or to gain exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives is not anticipated to exceed 650% of the Fund's net asset value. It is not anticipated that the Fund's investment in long positions will exceed 400% of net asset value, nor is it anticipated that the Fund's investment in short positions will exceed 250% of net asset value.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable

notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.



## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact

business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. When the Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or index above the exercise price of the option contract. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and

transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class AN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class AN Shares	IE00BF2FJP58	A2H50L
Class X Shares	IE00BF2FJR72	A2H50N

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class AN Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the Class X Shares may be charged on subscription.

No subscription charge is payable to the Manager in respect of the Class AN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the Class X Shares may be charged on any redemption of the Class X Shares. At present, no redemption charge is payable in respect of the Class X Shares.

No redemption charge is payable in respect of the Class AN Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class AN Shares and Class X Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class AN Shares	2.00%	<b>0.35%</b>
Class X Shares*	0%	<b>0%</b>

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €17,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler Global Equity Enhanced**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the “Company”)

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Global Equity Enhanced (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.



## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general

public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class AN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler Global Equity Enhanced is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by utilising an 'enhanced equity strategy' which involves the Investment Manager holding long global equity exposure, implementing a covered call derivative strategy to generate additional income on this equity exposure whilst, depending on market conditions, using a protective put derivative strategy to protect the Fund against significant market declines. To achieve this strategy the fund will invest in global equities, equity related securities (for example, ADRs, GDRs, warrants), equity derivatives and equity index derivatives all of which are listed or traded on a Recognised Market.

The 'enhanced equity strategy' to be adopted can be described further as follows:

- **Long Equity Exposure** – in the selection of equities the Investment Manager will utilise top-down macro analysis methodologies to evaluate the global equity markets against criteria such as, but not limited to, expected regional and individual country growth rates, volatility of equity markets and the relative attractiveness of asset types to determine weighting of across regions and/or countries of the portfolio. The Investment Manager will then use bottom-up selection analysis to evaluate monetary conditions, relative strengths of sectors within individual regions and/or countries together with historical performance to select the individual equities in order to build a smaller representative portfolio (i.e. an optimised portfolio) that best mirrors the risk-return profile of the global equity markets. The Fund may also purchase equity index futures to gain exposure to global equity markets.
- **Covered call strategy** – should the Investment Manager see an opportunity in the market, it may sell (write) call options on equity or equity indices that the Fund has exposure to in order to generate additional income, as the Fund will receive a premium from writing a call option.

By implementing a covered call derivative strategy the Fund gives up the opportunity to profit from any increase in its equity exposure.

- **Protective put strategy** - the Investment Manager may purchase put options with the aim of protecting the Fund against future market declines in the value of an equity or equity index that the Fund has exposure to. The put option contract ensures that the equity exposure of the Fund can be sold at an agreed price regardless of how low the price of the equity falls in a declining market. This allows the Fund to benefit from future gains in the value of the asset whilst limiting the risk of the fall in value of the asset. On the purchase of a put option the Fund will pay a premium.

The Fund may at any time hold long and short derivative positions on the same underlying asset, for example the Fund may have sold a covered call option of an underlying asset during stable market conditions to mature at a future date, then due to a declining market the Investment Manager may purchase a protective put on the same underlying equity thus aiming to limit any down side loss of the Fund when the covered call option matures. The assets underlying the financial derivative contracts will predominantly comprise global indices (for example, but not limited to, the MSCI World, STOXX Global, S&P 500, ESTX50, FTSE, DAX, CAC, SMI, Nikkei and STOXX Europe, details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the sections entitled 'Use of Financial Derivative Instruments' and 'Borrowing and Leverage Policy'.

For the purpose of efficient cash management, cash not invested directly in global equities or required to cover derivative positions may be invested in term deposits, debt securities, Money Market Instruments (for example, promissory notes, commercial paper) or constituents of European equity indices.

Debt securities used for the purpose of efficient cash management may be fixed and floating rate bonds and debentures issued or covered by corporates, governments or government like entities (i.e. agency, supranational, government guaranteed, federal state and local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on a Recognised Market. If debt securities are used for this purpose, the Investment Manager will attempt to eliminate the interest rate or duration exposure associated with these debt securities through the use of short derivatives contracts (futures and/or options), to ensure the Fund is not exposed to the volatility of debt markets.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

#### *Use of Financial Derivative Instruments*

The Fund intends to invest substantially in financial derivative instruments. The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e. a contract which has an equity index or an individual equity as its underlying) may be used to generate income, hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e. a contract which has a bond index or an individual bond as its underlying) may be used to hedge exposure to bond markets

resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e. a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rate or bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e. contracts which have a currency as their underlying) may be used to hedge or to gain exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives is not anticipated to exceed 650% of the Fund's net asset value. It is not anticipated that the Fund's investment in long positions will exceed 400% of net asset value, nor is it anticipated that the Fund's investment in short positions will exceed 250% of net asset value.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact



business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. When the Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or index above the exercise price of the option contract. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and

transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class AN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class AN Shares	IE00BF2FJL11	A2H50H
Class X Shares	IE00BF2FJN35	A2H50K

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class AN Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the Class X Shares may be charged on subscription.

No subscription charge is payable to the Manager in respect of the Class AN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the Class X Shares may be charged on any redemption of the Class X Shares. At present, no redemption charge is payable in respect of the Class X Shares.

No redemption charge is payable in respect of the Class AN Shares.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is three Business Days prior to the relevant Dealing Day.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class AN Shares and Class X Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

### **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class AN Shares	2.00%	<b>0.35%</b>
Class X Shares*	0%	<b>0%</b>

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €17,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

**Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler US Equity Enhanced**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler US Equity Enhanced (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.



## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised,

or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Business Day"** means any day on which banks are open for business in Dublin, Frankfurt am Main and the United States of America.

**"Class AN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler US Equity Enhanced is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by utilising an 'enhanced equity strategy' which involves the Investment Manager holding long US equity exposure, implementing a covered call derivative strategy to generate additional income on this equity exposure whilst, depending on market conditions, using a protective put derivative strategy to protect the Fund against significant market declines. To achieve this strategy, the Fund will invest in US equities, equity related securities (for example, ADRs, GDRs, warrants), equity derivatives and equity index derivatives all of which are listed or traded on a Recognised Market.

The 'enhanced equity strategy' to be adopted can be described further as follows:

- **Long Equity Exposure** – in the selection of equities, the Investment Manager utilises top-down macro analysis methodologies to evaluate the US equity market against criteria such as, but not limited to, the US economy, capital investment, volatility and potential growth rates of individual industries to determine sector weighting within the portfolio. The Investment Manager will then use bottom-up selection analysis to evaluate monetary conditions and relative strengths of sectors together with historical performance to select individual assets in order to build a smaller representative portfolio (i.e., an optimised portfolio) that best mirrors the risk-return profile of the US equity markets. The Fund may also purchase equity index futures to gain exposure to US equity markets.
- **Covered call strategy** – should the Investment Manager see an opportunity in the market, it may sell (write) call options on equity or equity indices that the Fund has exposure to in order to generate additional income, as the Fund will receive a premium from writing a call option.

By implementing a covered call derivative strategy the Fund gives up the opportunity to profit from any increase in its equity exposure.

- **Protective put strategy** - the Investment Manager may purchase put options with the aim of protecting the Fund against future market declines in the value of an equity or equity index that the Fund has exposure to. The put option contract ensures that the equity exposure of the Fund can be sold at an agreed price regardless of how low the price of the equity falls in a declining market. This allows the Fund to benefit from future gains in the value of the asset whilst limiting the risk of the fall in value of the asset. On the purchase of a put option the Fund will pay a premium.

The Fund may at any time hold long and short derivative positions on the same underlying asset, for example the Fund may have sold a covered call option of an underlying asset during stable market conditions to mature at a future date, then due to a declining market the Investment Manager may purchase a protective put on the same underlying equity thus aiming to limit any down side loss of the Fund when the covered call option matures. The assets underlying the financial derivative contracts will predominantly comprise US indices (for example, but not limited to, the S&P 500, MSCI USA and Dow Jones, details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the sections entitled 'Use of Financial Derivative Instruments' and 'Borrowing and Leverage Policy'.

For the purpose of efficient cash management, cash not invested directly in US equities or required to cover derivative positions may be invested in term deposits, debt securities, Money Market Instruments (for example, promissory notes, commercial paper) or constituents of European equity indices.

Debt securities used for the purpose of efficient cash management may be fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state and local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on a Recognised Market. If debt securities are used for this purpose, the Investment Manager will attempt to eliminate the interest rate or duration exposure associated with these debt securities through the use of short derivatives contracts (futures and/or options), to ensure the Fund is not exposed to the volatility of debt markets.

European equities used for the purpose of efficient cash management will be listed on a Recognised Market. If European equities are used for this purpose, the Investment Manager will attempt to eliminate the exposure to these equities through the use of short derivatives contracts (futures and/or options), to ensure the fund is not at risk to the volatility or the market risk associated with these equities.

The Investment Manager will choose the asset class (i.e., debt securities or European equities) used for cash management purposes depending on market conditions (e.g., market liquidity, interest rate or yields) and associated costs at the time. This allows for a cost effective, reduced risk cash management strategy especially in times of negative interest rate and yields.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

#### *Use of Financial Derivative Instruments*

The Fund intends to invest substantially in financial derivative instruments. The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to generate income, hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge exposure to bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rate or bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or to gain exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

#### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

#### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives is not anticipated to exceed 650% of the Fund's net asset value. It is not anticipated that the Fund's investment in long positions will exceed 400% of net asset value, nor is it anticipated that the Fund's investment in short positions will exceed 250% of net asset value.

#### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

**Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.



## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. When the Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or index above the exercise price of the option contract. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class AN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class AN Shares	IE00BF2FJW26	A2H50S
Class X Shares	IE00BF2FJY40	A2H50U

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class AN Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the Class X Shares may be charged on subscription.

No subscription charge is payable to the Manager in respect of the Class AN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the Class X Shares may be charged on any redemption of Class X Shares. At present, no redemption charge is payable in respect of the Class X Shares.

No redemption charge is payable in respect of the Class AN Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class AN Shares and Class X Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class AN Shares	2.00%	<b>0.25%</b>
Class X Shares*	0%	<b>0%</b>

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €17,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler Japanese Equity Enhanced**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Japanese Equity Enhanced (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.



## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general

public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class AN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler Japanese Equity Enhanced is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by utilising an 'enhanced equity strategy' which involves the Investment Manager holding long Japanese equity exposure, implementing a covered call derivative strategy to generate additional income on this equity exposure whilst, depending on market conditions, using a protective put derivative strategy to protect the Fund against significant market declines. To achieve this strategy, the Fund will invest in Japanese equities, equity related securities (for example, ADRs, GDRs, warrants), equity derivatives and equity index derivatives all of which are listed or traded on a Recognised Market.

The 'enhanced equity strategy' to be adopted can be described further as follows:

- **Long Equity Exposure** – in the selection of equities, the Investment Manager utilises top-down macro analysis methodologies to evaluate the Japanese equity market against criteria such as, but not limited to, the Japanese economy, capital investment, volatility and potential growth rates of individual industries to determine sector weighting within the portfolio. The Investment Manager will then use bottom-up selection analysis to evaluate monetary conditions and relative strengths of sectors together with historical performance to select individual assets in order to build a smaller representative portfolio (i.e., an optimised portfolio) that best mirrors the risk-return profile of the Japanese equity markets. The Fund may also purchase equity index futures to gain exposure to Japanese equity markets.
- **Covered call strategy** – should the Investment Manager see an opportunity in the market, it may sell (write) call options on equity or equity indices that the Fund has exposure to in order to generate additional income, as the Fund will receive a premium from writing a call option.

By implementing a covered call derivative strategy the Fund gives up the opportunity to profit from any increase in its equity exposure.

- **Protective put strategy** - the Investment Manager may purchase put options with the aim of protecting the Fund against future market declines in the value of an equity or equity index that the Fund has exposure to. The put option contract ensures that the equity exposure of the Fund can be sold at an agreed price regardless of how low the price of the equity falls in a declining market. This allows the Fund to benefit from future gains in the value of the asset whilst limiting the risk of the fall in value of the asset. On the purchase of a put option the Fund will pay a premium.

The Fund may at any time hold long and short derivative positions on the same underlying asset, for example the Fund may have sold a covered call option of an underlying asset during stable market conditions to mature at a future date, then due to a declining market the Investment Manager may purchase a protective put on the same underlying equity thus aiming to limit any down side loss of the Fund when the covered call option matures. The assets underlying the financial derivative contracts will predominantly comprise of Japanese indices (for example, but not limited to, the TOPIX, Nikkei 225 and the MSCI Japan, details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the sections entitled 'Use of Financial Derivative Instruments' and 'Borrowing and Leverage Policy'.

For the purpose of efficient cash management, cash not invested directly in Japanese equities or required to cover derivative positions may be invested in term deposits, debt securities, Money Market Instruments (for example, promissory notes, commercial paper) or constituents of European equity indices.

Debt securities used for the purpose of efficient cash management may be fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state and local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on a Recognised Market. If debt securities are used for this purpose, the Investment Manager will attempt to eliminate the interest rate or duration exposure associated with these debt securities through the use of short derivatives contracts (futures and/or options), to ensure the Fund is not exposed to the volatility of debt markets.

European equities used for the purpose of efficient cash management will be listed on a Recognised Market. If European equities are used for this purpose, the Investment Manager will attempt to eliminate the exposure to these equities through the use of short derivatives contracts (futures and/or options), to ensure the fund is not at risk to the volatility or the market risk associated with these equities.

The Investment Manager will choose the asset class (i.e., debt securities or European equities) used for cash management purposes depending on market conditions (e.g., market liquidity, interest rate or yields) and associated costs at the time. This allows for a cost effective, reduced risk cash management strategy especially in times of negative interest rate and yields.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

#### *Use of Financial Derivative Instruments*

#### **The Fund intends to invest substantially in financial derivative instruments.**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to generate income, hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge exposure to bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rate or bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or to gain exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

#### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

#### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives is not anticipated to exceed 650% of the Fund's net asset value. It is not anticipated that the Fund's investment in long positions will exceed 400% of net asset value, nor is it anticipated that the Fund's investment in short positions will exceed 250% of net asset value.

**Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

**Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.



## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact

business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. When the Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or index above the exercise price of the option contract. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and

transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class AN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class AN Shares	IE00BF2FJH74	A2H50E
Class X Shares	IE00BF2FJK04	A2H50G

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class AN Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Net Asset Value of the Class X Shares may be charged on subscription.

No subscription charge is currently payable to the Manager in respect of the Class AN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the Class X Shares may be charged on any redemption of the Class X Shares. At present,

no redemption charge is payable in respect of the Class X Shares.

No redemption charge is payable in respect of the Class AN Shares.

### **Dealing Day**

The Dealing Day means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares (as described in Section 7F of the Prospectus) provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund. A Business Day immediately following a Japanese holiday shall not be a Dealing Day. All other Business Days will be Dealing Days for the Fund.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is two Business Days prior to the relevant Dealing Day. Applications will not be deemed to be received on a Business Day preceding a Japanese holiday and will be deemed to be received on the next Business Day.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class AN Shares and Class X Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such

delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund's investment in the shares of such other investment funds.

### **Investment Manager's Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class AN Shares	2.00%	<b>0.25%</b>
Class X Shares*	0%	<b>0%</b>

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €17,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

## **Taxation**

Investors should refer to Section 11 of the Prospectus.

## **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler German Equity Enhanced**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler German Equity Enhanced (the “Fund”), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the “Prospectus”). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 9 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (*Wet op het financieel toezicht*), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general

public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class AN Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. No trail commission shall be payable by the Manager in respect of this Share Class. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this Share Class.

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will accumulate its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler German Equity Enhanced is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

**An investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The Fund will seek to attain its investment objective by utilising an 'enhanced equity strategy' which involves the Investment Manager holding long German equity exposure, implementing a covered call derivative strategy to generate additional income on this equity exposure whilst, depending on market conditions, using a protective put derivative strategy to protect the Fund against significant market declines. To achieve this strategy the fund will invest in German equities, equity related securities (for example, ADRs, GDRs, warrants), equity derivatives and equity index derivatives all of which are listed or traded on a Recognised Market.

The 'enhanced equity strategy' to be adopted can be described further as follows:

- **Long Equity Exposure** – in the selection of equities, the Investment Manager utilises top-down macro analysis methodologies to evaluate the German equity market against criteria such as, but not limited to, the German economy, capital investment, volatility and potential growth rates of individual industries to determine sector weighting within the portfolio. The Investment Manager will then use bottom-up selection analysis to evaluate monetary conditions and relative strengths of sectors together with historical performance to select individual assets in order to build a smaller representative portfolio (i.e., an optimised portfolio) that best mirrors the risk-return profile of the German equity markets. The Fund may also purchase equity index futures to gain exposure to German equity markets.
- **Covered call strategy** – should the Investment Manager see an opportunity in the market, it may sell (write) call options on equity or equity indices that the Fund has exposure to in order to generate additional income, as the Fund will receive a premium from writing a call option.

By implementing a covered call derivative strategy the Fund gives up the opportunity to profit from any increase in its equity exposure.

- **Protective put strategy** - the Investment Manager may purchase put options with the aim of protecting the Fund against future market declines in the value of an equity or equity index that the Fund has exposure to. The put option contract ensures that the equity exposure of the Fund can be sold at an agreed price regardless of how low the price of the equity falls in a declining market. This allows the Fund to benefit from future gains in the value of the asset whilst limiting the risk of the fall in value of the asset. On the purchase of a put option the Fund will pay a premium.

The Fund may at any time hold long and short derivative positions on the same underlying asset, for example the Fund may have sold a covered call option of an underlying asset during stable market conditions to mature at a future date, then due to a declining market the Investment Manager may purchase a protective put on the same underlying equity thus aiming to limit any down side loss of the Fund when the covered call option matures. The assets underlying the financial derivative contracts will predominantly comprise of German indices (for example, but not limited to, the DAX and the MSCI Germany, details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the sections entitled 'Use of Financial Derivative Instruments' and 'Borrowing and Leverage Policy'.

For the purpose of efficient cash management, cash not invested directly in German denominated equities or required to cover derivative positions may be invested in term deposits, debt securities, Money Market Instruments (for example, promissory notes, commercial paper) or constituents of European equity indices.

Debt securities used for the purpose of efficient cash management may be fixed and floating rate bonds and debentures issued or covered by corporates, governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state and local authority) each having an Investment Grade or Equivalent Rating, and listed or traded on a Recognised Market. If debt securities are used for this purpose, the Investment Manager will attempt to eliminate the interest rate or duration exposure associated with these debt securities through the use of short derivatives contracts (futures and/or options), to ensure the Fund is not exposed to the volatility of debt markets.

European equities used for the purpose of efficient cash management will be listed on a Recognised Market. If European equities are used for this purpose, the Investment Manager will attempt to eliminate the exposure to these equities through the use of short derivatives contracts (futures and/or options), to ensure the fund is not at risk to the volatility or the market risk associated with these equities.

The Investment Manager will choose the asset class (i.e., debt securities or European equities) used for cash management purposes depending on market conditions (e.g., market liquidity, interest rate or yields) and associated costs at the time. This allows for a cost effective, reduced risk cash management strategy especially in times of negative interest rate and yields.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund may also invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

#### *Use of Financial Derivative Instruments*

The Fund intends to invest substantially in financial derivative instruments. The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to generate income, hedge or achieve exposure to equity markets.

Exchange traded bond futures and/or option contracts (i.e., a contract which has a bond index or an individual bond as its underlying) may be used to hedge exposure to bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded interest rate future and/or option contracts (i.e., a contract with an underlying instrument that pays interest) may be used to hedge exposure to interest rate or bond markets resulting from debt securities used for the purpose of cash management and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or to gain exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

#### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

#### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

The average leverage arising out of the derivatives is not anticipated to exceed 550% of the Fund's net asset value. It is not anticipated that the Fund's investment in long positions will exceed 300% of net asset value, nor is it anticipated that the Fund's investment in short positions will exceed 250% of net asset value.

#### **Profile of a Typical Investor**



The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

**Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact

business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. When the Fund writes a call option, it gives up the opportunity to profit from any increase in the price of a security or index above the exercise price of the option contract. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and

transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued as Class AN Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class AN Shares	IE00BF2FJS89	A2H50P
Class X Shares	IE00BF2FJV19	A2H50R

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is EUR 20,000,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class AN Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

For the Class X Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent. of the Class X Shares may be charged on subscription.

No subscription charge is currently payable to the Manager in respect of the Class AN Shares.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent. of the Net Asset Value of the Class X Shares may be charged on any redemption of the Class X Shares. At present, no redemption charge is payable in respect of the Class X Shares.

No redemption charge is currently payable in respect of the Class AN Shares.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class AN Shares and Class X Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

### **Investment Manager**

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

### **Description of Investment Manager**

The description of the Investment Manager is set out in Section 3D of the Prospectus.

### **Charges and Expenses**

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

### **Investment Manager’s Fee**

Under its agreement with the Manager, the Investment Manager's remuneration is paid by the Manager out of its own fee.

### **Management Fee**

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class AN Shares	2.00%	<b>0.25%</b>
Class X Shares*	0%	<b>0%</b>

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of "Class X Shares" on page 6.

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

### **Administration Fee**

In the case of Class X Shares only, an annual amount of 0.05% of the Net Asset Value of the Class X Shares may be applied and shall be payable to the Manager out of the Class to cover normal operating costs.

### **Investment Research Charge**

The Fund shall not be charged for investment research.

### **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €17,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **METZLER CHINA A SHARE EQUITY FUND**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED  
COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler China A Share Equity Fund (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus. In addition to Section 15 of the Prospectus entitled "Risk Factors", investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e., where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Units against a minimum consideration of EUR 100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the

Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## *USA*

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("CFTC"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income; and

**"Class X Shares"** means a participating share of no par value in the capital of the Fund which has been designated as a Euro class and which will distribute its income. Class X Shares will be available only to those investors (and, where relevant, underlying clients) who are known to the Metzler Group prior to investment in this Share Class. The Class X Shares are being offered subject to a separate management fee charging structure whereby all or part of the fees, normally charged to the Share Class and expressed in the Net Asset Value per Share, are administratively levied and collected by the Manager or the Investment Manager directly or indirectly from the Shareholders. The right is reserved by the Manager to reject any application in whole or in part.

## INTRODUCTION

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Metzler China A Share Equity Fund is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

### Classes of Shares

Two Classes of Shares in the Fund are offered through this Leaflet, as further described on page 15.

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation.

### Investment Policy

The investment objective will be obtained by gaining exposure to the Chinese equity markets. The Fund will gain this exposure by predominantly investing in A-Shares of Chinese companies, denominated in RMB, listed on the Shanghai or Shenzhen stock exchanges ("**China A-Shares**") via the Shanghai-Hong Kong Stock Connect or the Shenzhen-Hong Kong Stock Connect (collectively "**Stock Connect**").

Further details in relation to Stock Connect can be found below in the sections entitled "Stock Connect" and "Stock Connect Risk Factors".

The Fund also has the ability to invest in equities and equity related securities (including warrants, ADRs and GDRs) of issuers located in China and/or where the ultimate risk attaching to the securities reposes or is determined by reference to events in China, that are listed or traded on a Recognised Market.

The Investment Manager will utilise top-down macro analysis methodologies to evaluate the equity market against criteria such as, but not limited to, the Chinese economy, import and export rates, capital investment and expected individual industry growth rates, to weight sectors within the portfolio according to greatest potential for returns. The Investment Manager will then use fundamental bottom-up selection analysis to analyse industry dynamics, growth potential, company competitiveness, management team capability, corporate governance, and earnings forecast of companies to select individual stocks within the sector with good growth prospects to hold in the portfolio in pursuance of the investment objective.

It is the intention that at least 51% of the Fund's net assets will be invested in equities listed on a Recognised Market.

The Fund can invest up to a maximum of 10% of its net assets in EU regulated and domiciled Investment Funds, which may be open-ended, including for the avoidance of doubt, exchange traded funds. Any such investment shall be in accordance with the requirements of the UCITS Regulations. The Investment Funds in which the Fund will invest will seek to gain exposure to Chinese equity markets.

Furthermore, the Fund may invest in Chinese fixed and floating rate, government and corporate, bonds and debentures each having an Investment Grade or Equivalent Rating that are listed or traded on Recognised Markets. It is not intended that investment in Chinese government and corporate bonds and debentures will form a significant part of the Investment Manager's investment portfolio. The Fund may also, for short term cash management purposes, invest in money market instruments (for example, promissory notes, commercial paper) issued by Chinese issuers.

In addition, the Fund may use financial derivative instruments as set out in more detail below in the section entitled 'Use of Financial Derivative Instruments'.

### **Stock Connect**

Stock Connect is a cross-boundary investment channel that connects the Shanghai and Shenzhen Stock Exchange with the Hong Kong Stock Exchange. The aim of Stock Connect is for foreign investors to achieve stock market access to the Peoples Republic of China ("**PRC**") via Hong Kong.

The Shanghai-Hong Kong Stock Connect comprises a Northbound Shanghai Trading Link and a Southbound Hong Kong Trading Link. Under the Northbound Shanghai Trading Link, Hong Kong and overseas investors (including the Fund), through their Hong Kong brokers, sub-custodians and a securities trading service company established by the Stock Exchange of Hong Kong ("**SEHK**"), may be able to trade eligible China A-Shares listed on the Shanghai Stock Exchange ("**SSE Securities**") by routing orders to the Shanghai Stock Exchange. Under the Southbound Hong Kong Trading Link under Shanghai-Hong Kong Stock Connect, investors in the PRC will be able to trade certain stocks listed on the SEHK.

The Shenzhen-Hong Kong Stock Connect comprises a Northbound Shenzhen Trading Link and a Southbound Hong Kong Trading Link. Under the Northbound Shenzhen Trading Link, Hong Kong and overseas investors (including the Fund), through their Hong Kong brokers, sub-custodians and a securities trading service company established by SEHK, may be able to trade eligible China A-Shares listed on the Shenzhen Stock Exchange ("**SZSE Securities**") by routing orders to the Shenzhen Stock Exchange. Under the Southbound Hong Kong Trading Link under Shenzhen-Hong Kong Stock Connect, investors in PRC will be able to trade certain stocks listed on the SEHK.

### *Safekeeping by the Depositary under UCITS Requirements*

In accordance with the UCITS requirements and the conditions imposed by the Central Bank, the Depositary shall provide for the safekeeping of the Fund's assets in the PRC through its global custody network. Such safekeeping requires the Depositary to retain control over the SSE Securities and SZSE Securities at all times.

### **Use of Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity future and/or option contracts (i.e., a contract which has an equity index or an individual equity as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded currency futures and/or options contracts and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge or achieve exposure to currencies. In particular, the Investment Manager may hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

It is not anticipated that the Fund will be significantly leveraged through the use of financial derivative instruments. The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 250% of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 150% and in short positions 100% of its net asset value respectively.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.





## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **China A-Shares Market**

Investing in the securities markets in the PRC is subject to the risks of investing in emerging markets generally and the risks specific to the PRC market. For more than 50 years, the central government of the PRC has adopted a planned economic system. Since 1978, the PRC government has implemented economic reform measures which emphasise decentralisation and the utilisation of market forces in the development of the PRC economy. Such reforms have resulted in significant economic growth and social progress. Many of the PRC economic reforms are unprecedented or experimental and are subject to adjustment and modification, and such adjustment and modification may not always have a positive effect on foreign investment in joint stock companies in the PRC or in listed securities such as China A-Shares.

The choice of China A-Shares issues which may be available to the Fund may be limited as compared with the choice available in other markets. There may also be a lower level of liquidity in the PRC China A-Share market, which is relatively smaller in terms of both combined total market value and the number of China A-Shares which are available for investment as compare with other markets. This could potentially lead to severe price volatility. The national regulatory and legal framework for capital markets and joint stock companies in the PRC are still developing when compared with those of developed countries. Currently, joint stock companies with listed China A-Shares are undergoing split-share structure reform to convert state owned shares or legal person shares into transferable shares with the intention to increase liquidity of China A-Shares. However, the effects of such reform on the China A-Share market as a whole remain to be seen. PRC companies are required to follow PRC accounting standards and practice which, to a certain extent, follow international accounting standards. However, there may be significant differences between financial statements prepared by accountants following PRC accounting standards and practice and those prepared in accordance with international accounting standards. Both the Shanghai and Shenzhen securities markets are in the process of development and change. This may lead to trading volatility, difficulty in the settlement and recording of transactions and difficulty in interpreting and applying the relevant regulations. Investments in the PRC will be sensitive to any significant change in political, social or economic policy in the PRC. Such sensitivity may, for the reasons specified above, adversely affect the capital growth and thus the performance of these investments. The PRC government's control of currency conversion and future movements in exchange rates may adversely affect the operations and financial results of the companies invested in by the Fund. In light of the above mentioned factors, the price of China A-Shares may fall significantly in certain circumstances.

### **Stock Connect Risk Factors**

There are number of restrictions that apply to Stock Connect trading that could affect the Fund's investment and returns:

*Suspension Risk* - both the Stock Exchange of Hong Kong (SEHK) and Shanghai Stock Exchange (SSE) reserve the right to suspend trading if necessary for ensuring an orderly

and fair market and managing risks prudently which could adversely affect the Funds ability to access the PRC market.

*Differences in Trading Day* - investors should be aware that the Stock Connect will only operate on days when both PRC and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. The Fund may, therefore, be subject to a risk of price fluctuations in China A-Shares in respect of the period during which Stock Connect is not trading.

*Clearing and Settlement Risk* - the Hong Kong Securities Clearing Company Limited (HKSCC) and China Securities Depository and Clearing Corporation Limited (ChinaClear) have established clearing links and each is a participant of each other to facilitate clearing and settlement of cross-boundary trades. ChinaClear has established a risk management framework and measures that are approved and supervised by the China Securities Regulatory Commission. The chances of ChinaClear default are considered to be remote. Should the remote event of ChinaClear default occur and ChinaClear be declared as a defaulter, 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 Fund may suffer delay in the recovery process or may not be able to fully recover its losses from ChinaClear.

*Regulatory Risk* - the current regulations relating to Stock Connect are untested and there is no certainty as to how they will be applied. Moreover, the current regulations are subject to change. There can be no assurance that the Stock Connect will not be abolished. The Fund may be adversely affected as a result of these changes.

*Legal/Beneficial Ownership* - where shares are purchased through Stock Connect, the Fund would only have a contractual claim against HKSCC for the rights and interests in such shares. The Fund does not have any proprietary rights. Technically, as the PRC legal system does not recognise the concept of beneficial ownership, the PRC authorities recognise HKSCC as the legal owner of such shares and not the Fund. Because Stock Connect is in its early stages, additional developments are likely. It is unclear whether or how such developments may affect a Fund's investments or returns. Additionally, the application and interpretation of the laws and regulations of Hong Kong and the PRC are uncertain, as are the rules, policies and guidelines published or applied by relevant regulators and exchanges in respect of the Stock Connect program. These may have a negative impact on the Fund's investments and returns.

*Operational Risk* - the Stock Connect provides a new channel for investors from Hong Kong and overseas to access the PRC's stock market directly. Market participants are able to participate in this programme subject to meeting certain information technology capacity, risk management and other requirements as may be specified by the relevant exchange and/or clearing house. Market participants may need to address issues arising from these differences (as well as the fact that the securities regime and legal systems of the PRC and Hong Kong differ significantly) on an ongoing basis.

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

## **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty. In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

## **Options**

The Fund may buy or sell (write) both call options and put options. The Fund's option transactions may be part of a hedging strategy or a form of leverage, in which the Fund has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances. In options trading, the buyer of a call option assumes the risk of losing the premium invested in the option, and the buyer of a put option assumes the risk of losing the premium paid to purchase the put option. When the Fund buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Fund's investment in the option (including commissions). The Fund could mitigate those losses by selling short, or buying puts on, the securities as to which it holds call options, or by taking a long position in securities underlying put options. If the option is on a future, the purchaser will acquire a futures position with associated liabilities for margin.

Selling ("writing" or "granting") an option generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will be liable for additional margin to maintain the position if the market moves unfavourably. The seller will also be exposed to the risk of the purchaser exercising the option, and, upon such exercise, the seller will be obligated to either settle the option in cash or to acquire or deliver the underlying interest, depending on the terms of the option. If the option is on a future, upon exercise by the purchaser of the option, the seller will acquire a position in a future with associated liabilities for margin. In the case of an option on a future, certain exchanges in some jurisdictions permit deferred payment of the option premium, exposing the purchaser to liability for margin payments not exceeding the amount of the premium. The purchaser is still subject to the risk of losing the premium and transaction costs. When the option is exercised or expires, the purchaser is responsible for any unpaid premium outstanding at that time.

The options markets have the authority to prohibit the exercise of particular options, which if imposed when trading in the option has also been halted, would lock buyers and writers of that option into their positions until one of the two restrictions has been lifted.

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

### **Futures Trading**

The Fund may utilise futures contracts and options thereon. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

## THE FUND

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### Base Currency

The base currency of the Fund is the Euro.

### Share Classes

Shares in the Fund will be issued either as Class A Shares or Class X Shares and will be subscribed for and redeemed in Euros.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A Shares	IE00BF2FJZ56	A2H50V
Class X Shares	IE00BF2FK071	A2H50W

Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class X Shares is €20,000,000 or such lower amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class A Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges

A subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

### Redemptions

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### Redemption Charges

A redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of the Fund.

### Dealing Day

The Dealing Day means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares (as described in Section 7F of the Prospectus) provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund. A Business Day immediately following a holiday in PRC shall not be a Dealing Day. All other Business Days will be Dealing Days for the Fund.

### **Dealing Deadline**

The Dealing Deadline for the Fund is the cut-off time for receipt of subscription, redemption and conversion requests for Shares in the Fund which will be 11 am GMT on the Business Day which is two Business Days prior to the relevant Dealing Day. Applications will not be deemed to be received on a Business Day preceding a holiday in PRC and will be deemed to be received on the next Business Day.

### **Valuation Point**

The Valuation Point for the Fund is 12.30 am GMT (or such other time as the Directors may in their discretion determine) on the second weekday (Monday - Friday) immediately following the Dealing Deadline, being the time at which the latest available closing prices on relevant Recognised Markets are used for the purpose of the valuation of assets and liabilities of a Fund (details of which are set out in Section 8 of the Prospectus). The Valuation Point will be delayed by one weekday for each non-Business Day immediately following the Dealing Deadline.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that both the Class A Shares and the Class X Shares in the Fund will be distributing in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.



## Investment Manager

The Manager has appointed China Asset Management (Hong Kong) Limited (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## Description of Investment Manager

The Investment Manager was established in September 2008 and is a wholly owned subsidiary of China Asset Management Co. Ltd, the largest fund management company in China in terms of mutual fund assets under management. The Investment Manager is regulated by the Securities and Futures Commission of Hong Kong to provide portfolio management services to clients. Since its establishment, the Investment Manager has gained significant experience in managing collective investment schemes and during this period it has launched domestic and offshore funds which are marketed to Hong Kong and overseas investors. As at 30 September 2017, the Investment Manager had a total of EUR5.17 billion assets under management, among which EUR1.91 billion is in collective investment schemes.

## Investment Manager’s Fee

Under its agreement with the Manager, the Investment Manager’s remuneration is paid by the Manager out of its own fee.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

## Management Fee

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A Shares	2.00%	1.80%
Class X Shares*	2.00%	0.45%

\*For further detail on the fee charging structure which is in place for the Class X Shares, please refer to the definition of “Class X Shares” on page 6.

In the event that the current management fee attributable to a particular Class of Share is increased, Shareholders belonging to that Class of Share will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of a Class of Share, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

## Investment Research Charge

The Fund shall not be charged for investment research.

## **Establishment Expenses**

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €18,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

## **Taxation**

Investors should refer to Section 11 of the Prospectus.

## **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.

# **Metzler Wertsicherungsfonds 92**

**METZLER INTERNATIONAL INVESTMENTS PUBLIC LIMITED COMPANY**

(the "Company")

An umbrella fund with segregated liability between Funds

LEAFLET  
8 August 2019

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**This Leaflet relates to Metzler Wertsicherungsfonds 92 (the "Fund"), a sub-fund of the Company, and forms an integral part of the Prospectus in respect of the Company (the "Prospectus"). This Leaflet should be read in the context of, and in conjunction with, the most recent version of the Prospectus for the Company (which can be obtained, free of charge, from the Manager). Investors should read the risk factors set out in Section 15 of the Prospectus and those Risk Factors relevant to the Fund set out on page 10 of this Leaflet. In addition to these Risk Factors, investors in the Fund should be aware that the Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in derivative strategies. Thus, the investor should have experience with volatile products and be able to accept significant temporary losses. The recommended investment horizon of investors in the Fund is a minimum of 5-10 years and investors must be able to bear longer term losses.**

**As a consequence of the risk factors set out in Section 15 of the Prospectus, the Company is unable to provide any guarantee, assurance or warranty to investors as to the performance of the Fund.**

In support of the Convention on Cluster Munitions, ratified on 1 August 2010, the Fund will seek to avoid investing in companies involved in the production of Cluster Munitions.

The Directors of the Company, whose names appear in the Prospectus, accept responsibility for the information contained in this Leaflet. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Leaflet is in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless otherwise stated, all capitalised terms shall have the same meaning herein as in the Prospectus.

## RESTRICTIONS ON DISTRIBUTION

The distribution of this Leaflet and the offering of Shares is restricted in certain jurisdictions. This Leaflet does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for, any Shares by anyone in any jurisdiction in which such an offer or solicitation is not authorised or may not lawfully be made (without compliance with any registration or other legal requirements) or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer in any jurisdiction. Prospective subscribers for or purchasers of Shares should inform themselves as to the legal requirements within their own countries for their subscription or purchase. For further information, please contact the Manager. The following information is provided as a general guide only:

### *Belgium*

The Fund has not been and will not be registered with the Belgian Financial Services and Markets Authority (the "**FSMA**") (*Autorité des Services et Marchés Financiers/Autoriteit voor Financiële Diensten en Markten*) as a foreign collective investment undertaking under Article 129 of the Law of 20 July 2004 with regard to certain forms of collective management of investment portfolios (the "**Law of 20 July 2004**") and this Leaflet has not been submitted for approval to the FSMA. As a consequence, the Shares may not be distributed in Belgium by way of an offer of securities to the public, as defined in Article 3, 1° of the Law of 20 July 2004, as amended or replaced from time to time, save in those circumstances (commonly called "private placement") set out in Article 5 §1 of the Law of 20 July 2004, i.e. where the Shares are offered to a maximum of 99 investors that are not professional or institutional investors or to investors investing a minimum of €250,000 or to professional or institutional investors. This Leaflet may be distributed in Belgium only to such investors for their personal use and exclusively for the purposes of this offering of Shares. Accordingly, this Leaflet may not be used for any other purpose nor passed on to any other investor in Belgium.

### *Netherlands*

The Shares described herein may not, directly or indirectly, be offered or acquired in The Netherlands, and this Leaflet may not be circulated in The Netherlands as part of initial distribution or at any time thereafter, except:

- (a) to qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act (Wet op het financieel toezicht), as amended from time to time;
- (b) to a maximum of 99 persons who are not qualified investors within the meaning of Section 1:1 of the Financial Markets Supervision Act; and/or
- (c) to investors who acquire Shares against a minimum consideration of EUR100,000 or the equivalent thereof in another currency, for each separate offer.

### *United Kingdom*

The Company is a collective investment scheme as defined in the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. An application may be made to the Financial Conduct Authority ("FCA") for the Company to be recognised pursuant to Section 264 of FSMA. Pending the outcome of any such application, the Company has not been authorised, or otherwise recognised or approved by the FCA and as an unregulated collective investment

scheme for the purposes of FSMA cannot be promoted in the United Kingdom to the general public. The issue or distribution of the Prospectus in the United Kingdom is being made only to: (i) or directed only at, persons who are investment professionals within the meaning of Article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "FP Order") or Article 14 of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (the "PCISE Order"); (ii) or directed only at, persons who are high net worth companies and certain other entities falling within Article 49 of the FP Order or Article 22 of the PCISE Order; (iii) persons who qualify as certified sophisticated investors for the purposes of Article 50 of the FP Order or Article 23 of the PCISE Order; (iv) associations, or members of associations, the membership of which the person communicating this Prospectus believes on reasonable grounds comprises wholly or predominantly persons who are high net worth persons falling within Article 49 of the FP Order or Article 22 of the PCISE Order, and/or certified sophisticated investors within the meaning of Article 50 of the FP Order or Article 23 of the PCISE Order; or (v) any other persons to whom the Company may lawfully be promoted in accordance with Section 4.12 of the FCA's Conduct of Business Sourcebook (the persons in (i), (ii), (iii), (iv) and (v) together, the "relevant persons").

This Prospectus is exempt from the general restriction in section 21 of FSMA on the communication of invitations or inducements to engage in investment activity and the scheme promotion restriction in section 238 of FSMA on the communication of invitations or inducements to participate in unregulated schemes on the grounds that it is being made to and/or directed at only the types of person referred to above.

In order to qualify as a certified sophisticated investor a person must (a) have a certificate in writing or other legible form signed by an FCA authorised person to the effect that he is sufficiently knowledgeable to understand the risks associated with participating in unregulated collective investment schemes and (b) have signed, within the last 12 months, a statement in a prescribed form declaring, amongst other things, that he qualifies as a sophisticated investor in relation to such investments.

The content of this Prospectus has not been approved by an authorised person and such approval is, save where this Prospectus is directed at or issued to the types of person referred to above, required by section 21 of FSMA where the person communicating this Prospectus is not an FCA authorised person.

Reliance on this Prospectus for the purpose of engaging in any investment activity, including without limitation purchasing shares in the Company, may expose a person to a significant risk of losing all of the property invested or of incurring additional liability. Any person who is in any doubt about investing in shares in the Company should consult an FCA authorised person specialising in advising on such investments.

The Prospectus must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Prospectus relates, including the Shares, is available only to relevant persons and will be engaged in only with relevant persons. Prior to accepting an application from any applicant who claims to fall within any of the above categories, verifiable evidence of the applicant's status may be required.

Potential investors in the United Kingdom are advised that all, or most, of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company and that compensation will not be available under the United Kingdom Financial Services Compensation Scheme.

## USA

By subscribing for and/or holding Shares, investors are deemed to: (a) represent that they are not "United States Persons," or subscribing for or holding Shares as nominee(s) for or on behalf of any such person(s); (b) agree and acknowledge that they may not transfer the Shares or any interest therein (including by means of a swap or other derivative transaction) to a "United States Person" or make a transfer of the Shares or any interest therein within the United States; and (c) represent that they have not been solicited to purchase Shares or any interest therein, including by means of a swap or other derivative transaction while present in the United States or have obtained the funds to be utilised for such purchase from any "United States Person;" which representations, agreements and acknowledgments will be deemed to be repeated by an investor at all times that it holds any Shares or interest therein. For this purpose, "United States" means the United States, its states, territories and possessions, and any enclave of the United States government, its agencies or instrumentalities and "United States Person" encompasses any person that is not a "Non-United States Person" or is a "U.S. person" within the meaning of or for the purpose of: (i) Rule 4.7 of the U.S. Commodity Futures Trading Commission ("**CFTC**"); or (ii) the swaps provisions of the U.S. Commodity Exchange Act, as added by Title VII of the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act and as interpreted in accordance with the Interpretive Guidance and Policy Statement Regarding Compliance with Certain Swap Regulations, published by the CFTC on July 26, 2013 or any other interpretive rules or guidance issued by the CFTC or staff of the CFTC; in each case, as the same has been or may from time to time be amended or replaced. An investor must immediately notify the Manager if any such representation made or deemed to be repeated by it is incorrect or misleading in any respect, or if it has breached any such agreement and acknowledgment, identifying the relevant misrepresentation and/or breach, as applicable, and the Shares affected thereby.

## DEFINITIONS

The following definitions apply throughout this Leaflet unless the context requires otherwise:

**"Class A (CHF) Shares"** means a participating class of shares of no par value in the capital of the Fund which has been designated as a CHF class and which will accumulate its income;

**"Class B (CHF) Shares"** means a participating class of shares of no par value in the capital of the Fund which has been designated as a CHF class and which will accumulate its income;

**"Class AN (CHF) Shares"** means a participating class of shares of no par value in the capital of the Fund which has been designated as a CHF class and which will accumulate its income. The Manager shall not pay any commission or fees to Distributors, brokers or other professional intermediaries that introduce clients to the Fund in respect of this share class.



## INTRODUCTION

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Metzler Wertsicherungsfonds 92 is a sub-fund of the Company. The Company comes within the scope of the UCITS Regulations and is constituted as an umbrella fund with segregated liability between Funds and comprising distinct portfolios of investments. A description of the Company is contained in the Prospectus.

Three Classes of Shares in the Fund are offered through this Leaflet, as further described on page 14.

**Investors should read the statements set out in the Prospectus and this Leaflet relating to the risks of investing in the Company. The Fund may not be suitable for all investors because of the potential gains and losses from an investment in the Fund, the volatility of such investments and the inherent losses. This Fund is suitable for the investor who is prepared to take the higher risks associated with investments in financial derivative instruments. The Fund will principally invest in financial derivative instruments for investment purposes, as more fully described below. Thus, the investor should have experience with financial derivative instruments and be able to accept significant temporary losses. The recommended investment horizon of investments in the Fund is a minimum of 5 to 10 years and investors must be able to bear longer term temporary losses.**

In addition to the provisions contained in the Prospectus and the UCITS Regulations the following shall, in particular, apply in respect of the Fund.

## INVESTMENT OBJECTIVE AND POLICY

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### Investment Objective

The investment objective of the Fund is to achieve long term capital appreciation while aiming to restrict negative returns within a calendar year to 8%, thus aiming to preserve a minimum Net Asset Value per Unit (adjusted for dividend distributions) at year end of 92% of the Net Asset Value per Unit at the beginning of a calendar year. To achieve this objective, the Fund pursues a capital preservation strategy.

**While the Fund will aim to restrict negative returns within a calendar year to 8% in accordance with the investment objective, there is no guarantee or assurance that this objective will be met.**

### Investment Policy

The Fund will seek to attain its investment objective by gaining exposure to the global equity and debt securities markets. The Fund will gain this exposure by predominantly investing in global stock index derivatives and interest rate/bond derivatives.

The Fund will have no primary sector, geographical or capitalisation focus. The Investment Manager will be permitted to invest in Emerging Markets. Such investment will be limited to a maximum of 35% of the Net Asset Value of the Fund.

**An investment in a fund which invests in Emerging Markets should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

The Fund will utilise equity index futures and interest rate/bond futures to gain indirect exposure to the equity and debt securities markets. The Investment Manager assesses the market liquidity of index futures by reviewing historical data and liquidity changes during different market phases in order to select global stock index derivatives to be held in the portfolio. The Investment Manager then evaluates the absolute performance of global equity and bond markets to determine if a derivative contract should be bought (long) or sold (short), for example, a derivative contract may be bought on a positive performing asset class and sold on a negative performing asset class. The ability to maintain long and short positions in the portfolio allows for dynamic (i.e., flexible and variable) asset allocation between debt and equity exposure (for more details see below) which in turn allows the Investment Manager to generate positive returns and restrict negative returns. For the avoidance of doubt, the Fund may at any time hold long and short positions on the same derivative, involving different maturity dates on that derivative.

Examples of the equity indices include, but shall not be limited to, the EURO STOXX 50, TOPIX, S&P 500, FTSE 100, SMI, Hang Seng (details of which are widely available on the internet, as further described in Appendix 14 of the Prospectus). Details of the specific financial derivative instruments employed by the Fund are set out below in the section entitled 'Financial Derivative Instruments'.

The Fund may also invest directly in debt securities. The debt securities in which the assets of the Fund may be invested include fixed and floating rate bonds and debentures issued or covered by governments or government-like entities (i.e., agency, supranational, government guaranteed, federal state, local authority), each having an Investment Grade or Equivalent Rating, and listed or traded on Recognised Markets. The Investment Manager's selection criteria in selecting debt securities will include the liquidity of government bond markets and the sustainability of government debt.

The Fund may also invest directly in equities and equity related securities (ADRs, GDRs, warrants) all of which will be listed or traded on a Recognised Market. In the selection of equities, the Investment Manager will evaluate the stability and volatility of global markets in order to weight each region in the portfolio. The Investment Manager will then use a sampling process to build an optimised portfolio that best mirrors the risk profile of each region (i.e., a selection process to build a smaller representative portfolio of stocks that best reflects the market volatility of each region).

The Fund may invest up to a maximum of 10% of its net assets in other Investment Funds. The investment policy of such Investment Funds will be consistent with the investment policy of the Fund.

Any cash not required to be paid by way of margin or premium on derivative transactions, or invested directly in equities or debt securities, may be invested in Money Market Instruments (for example, promissory notes, commercial paper).

The Fund will aim to achieve a positive return while restricting negative returns that may occur in a calendar year to a predetermined limit ("Annual Risk Budget") on the basis of a dynamic (i.e., flexible and variable) asset allocation between debt and equity exposure (such exposure will be achieved on a direct and indirect basis (through the use of derivatives) as further detailed above). The Annual Risk Budget is set at the beginning of each calendar year at 8% of the Net Asset Value per Unit (adjusted for dividend distributions). The Investment Manager will focus on controlling systematic risk (market risk (i.e., the risk of losses in positions arising from movements in market prices) and beta risk (i.e., the volatility of the portfolio in

comparison to the market as a whole)) over time with the aim that negative returns, if any, will not exceed the Annual Risk Budget. The overall aim of generating positive returns while seeking to restrict losses during declining or volatile market conditions is achieved through a capital preservation strategy which involves the dynamic management of asset allocation between asset classes i.e., in order to restrict negative returns, the Investment Manager may reduce exposure to a particular asset class in a declining market. During this process, risk associated with equities and interest rates (influenced by market conditions) will be managed dynamically by the Investment Manager on the basis of a proprietary quantitative model. Through the use of algorithms, the quantitative model monitors, on an ongoing basis, the relative performance of the equity and bond sectors while factoring in the Fund's ongoing performance, measured against the Annual Risk Budget. Asset Allocation under the model is generally weighted towards the asset class (e.g., equities or bonds) with the better relative performance although the risk associated with each sector and the Annual Risk Budget are also important considerations for the Investment Manager. Accordingly, the proportion of equity and bond exposure and direct and indirect exposure is not fixed but is determined by the quantitative model. It is not possible, therefore, for the Investment Manager to determine specific equity and bond weightings in respect of the Fund as this will be dependent on market conditions. In difficult market conditions, the Fund may reduce equity and bond exposure in the portfolio and in extreme market conditions, in order to protect the Fund from losses in excess of the Annual Risk Budget, the equity and bond exposure could be reduced to zero leaving the Fund with exposure to Money Market Instruments.

Loss preventions, capital preservation or compliance with the Annual Risk Budget can at no time be guaranteed. The Annual Risk Budget is based on the Fund's performance over the full calendar year. Accordingly, Units purchased during the course of a year at higher Net Asset Value per Unit than the Net Asset Value per Unit at the beginning of a calendar year may bear higher losses.

The Investment Manager intends to hedge the currency exposure back to the base currency of the Fund using financial derivative instruments.

### **Financial Derivative Instruments**

The financial derivative instruments employed by the Fund may be:

Exchange traded equity index future contracts (i.e., a contract which has an equity index as its underlying) may be used to hedge or achieve exposure to equity markets.

Exchange traded interest rate future contracts (i.e., a contract with an underlying asset that pays interest) may be used to hedge or achieve exposure to interest rate or bond markets and may be used to adjust the Fund's interest rate or duration exposure (i.e., the sensitivity of the price of a debt security to fluctuation in interest rates over its life cycle).

Exchange traded bond future contracts (i.e., a contract which has a bond index or individual bond as its underlying) may be used to hedge or achieve exposure to bond markets and may be used to adjust the Fund's interest rate or duration exposure.

Exchange traded currency futures and/or over the counter currency forward contracts (i.e., contracts which have a currency as their underlying) may be used to hedge the currency exposure of the underlying assets of the Fund to the base currency of the Fund.

The underlying assets to which the Fund will have exposure as a result of entering into such derivative arrangements will be consistent with the investment policy of the Fund. The

financial derivative instruments utilised by the Fund will be listed or traded on a Recognised Market.

### **Borrowing**

The Fund will only borrow for temporary purposes in a situation where the Fund's cash account goes into overdraft or otherwise at the discretion of the Manager (e.g., resulting from margin requirements or time differences in settlement).

### **Leverage**

The leverage of the Fund shall be calculated as the sum of the notionals of the financial derivative instruments. This method of measuring leverage involves simply adding all the notionals and allowing no offsets of long against short positions and no adjustments based on the duration of instruments. Accordingly, this method of measuring leverage is not a firm indicator of the volatility of the Fund.

At any time the leverage of the Fund is not anticipated to exceed 450 % of its net asset value. It is not anticipated that the Fund's investment in long positions will exceed 450 % and in short positions 300 % of its net asset value respectively.

### **Profile of a Typical Investor**

The Fund is suitable for investors seeking capital appreciation with a medium to long term investment horizon and who are prepared to accept a moderate level of volatility.

### **Change in Investment Objective or Policy**

Any material change in investment policy or any change in investment objective will be subject to the prior approval of Shareholders evidenced either by a majority vote at a meeting of Shareholders of the Fund or by the written consent of all of the Shareholders. In the event of a change in the investment objective and/or investment policy of the Fund a reasonable notification period shall be provided by the Manager to the Shareholders to enable the Shareholders to redeem their Shares prior to the implementation of the change.

## **RISK FACTORS**

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**In addition to the Risk Factors outlined below, investors should be aware of the Risk Factors detailed in section 15 of the Prospectus.**

### **Emerging Markets Risk Factors**

The Manager wishes to draw specific attention to the risk factors associated with investment in Emerging Markets as set out in section 15 of the Prospectus under the heading 'Emerging Markets Risk Factors'.

### **Derivatives – General**

The primary risks associated with the use of financial derivative instruments for investment purposes are (i) failure to predict accurately the direction of the market movements; (ii) market risks, for example, lack of liquidity or lack of correlation between the change in the value of the underlying asset and that of the value of the Fund's derivatives; and (iii) to the extent that a Fund may invest in over-the-counter derivatives transactions, credit risk with regard to parties with whom it trades and the risk of settlement default and the risk that the legal documentation of the contract may not accurately reflect the intention of the parties. In addition, a Fund may have to transact with counterparties on standard terms which it may not be able to negotiate.

Other derivative risks which may affect the Fund include the following:

### **Highly Volatile Markets**

The prices of derivative instruments, including futures prices, are highly volatile. Price movements of forward contracts, futures contracts and other derivative contracts in which the Fund's assets may invest are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programmes and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies and interest rate related futures. 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.

In relation to particular derivative instruments, the following risk factors should also be noted:

### **Currency Forwards**

Currency forwards have the risk of the currency exposure in the same way as a regular currency spot transaction. Currency forwards are OTC traded and therefore have counterparty risk. Forward contracts also carry roll risk, which is the risk that when a forward contract expires, a new forward to replace the expired one cannot be put into place at the same cost or on the same hedge basis. This may occur due to changes in market liquidity or interest rates, resulting in a potential slippage or loss in the hedge position due to the contract expiration and roll.

## **Interest Rate Futures**

Interest rate futures contracts are exchange traded and carry the interest rate risk (duration) of the cheapest to deliver bond in the deliverable basket, or the otherwise contractually set interest rate risk. Bond futures with a basket of allowed deliverable bonds also carry so called basis risk that can affect the returns on the margin.

## **Equity Index Futures**

The Fund may utilise exchange traded Equity Index Futures to seek to hedge against market risk or gain exposure to an underlying equity market. Hedging against a decline in the value of a position does not eliminate fluctuations in the values of positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies and political and economic events in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

## **Counterparty Risk**

Many of the markets in which the Investment Manager may effect its transactions are "over-the-counter" or "inter-dealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund to the risk that a counterparty will not settle a transaction due to a credit or liquidity problem, thus causing the Fund to suffer a loss. In addition, in the case of a default, the Fund could become subject to adverse market movements while replacement transactions are executed. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Manager has concentrated their transactions with a single counterparty or small group of counterparties. Other than as disclosed herein and in compliance with the UCITS Regulations, the Investment Manager is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Investment Manager has a limited internal credit function which evaluates the creditworthiness of its counterparties. The ability of the Investment Manager to transact business with any one or more counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Where the Fund delivers collateral to its trading counterparties under the terms of its ISDA master agreements and other trading master agreements, either by posting initial margin or on a daily mark-to-market basis, circumstances may arise where a counterparty may be over-collateralized and/or the Fund may from time to time have uncollateralized mark-to-market exposure to a counterparty in relation to its rights to receive securities and cash. In both circumstances, although counterparty risk with respect to the Fund will be monitored and measured in accordance with the UCITS Regulations, the Fund will be exposed to the creditworthiness of any such counterparty and, in the event of the insolvency of a trading counterparty, the Fund will rank as an unsecured creditor in relation to amounts equivalent to any such over-collateralization and any uncollateralized exposure to such trading counterparty.

In such circumstances it is likely that the Fund will not be able to recover any debt in full, or at all.

The Fund may trigger events of default or termination events under various counterparty agreements due to, among other things, reductions in Net Asset Value. If the Fund is unable to obtain waivers from the relevant counterparties, such counterparties could exercise numerous remedies under the affected agreements, including of posted collateral and termination of outstanding trades.

### **Futures Trading**

The Fund may utilise futures contracts. Futures prices are highly volatile, with price movements being influenced by a multitude of factors such as supply and demand relationships, government trade, fiscal, monetary and exchange control policies, political and economic events and emotions in the marketplace. Futures markets are subject to comprehensive statutes, regulations and margin requirements. Further, futures trading may be illiquid as a result of daily limits on movements of prices, while the Fund's futures trading could be adversely affected by speculative position limits.

The Fund may open a futures position by placing with a futures commission merchant an initial margin that is small relative to the value of the futures contract, making the transaction "leveraged". If the market moves against the Fund's position or margin levels are increased, the Fund may be called upon to pay substantial additional funds on short notice to maintain its position. If the Fund were to fail to make such payments, its position could be liquidated at a loss, and the Fund would be liable for any resulting deficit in its account.

### **Currency Risks**

The Fund's assets may, unless otherwise noted, be invested in securities denominated in currencies other than the base currency of the Fund and any income received by the Fund from its investments will be received in the currencies of such investments, some of which may fall in value against the base currency of the Fund. There is a currency exchange risk which may affect the value of the Units to the extent that the Fund makes investments in currencies other than the base currency of the Fund.

## THE FUND

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### Base Currency

The base currency of the Fund is the CHF.

### Share Classes

Shares in the Fund will be issued as Class A (CHF) Shares, the Class B (CHF) Shares and the Class AN (CHF) Shares and will be subscribed for and redeemed in CHF.

Different characteristics may be attributed to the different Share Classes in the Fund as further described in the section entitled "Definitions" on page 6 of this Leaflet.

### ISIN/WKN

Class of Share	ISIN	WKN
Class A (CHF) Shares	IE00BGCRWH19	A2N49X
Class B (CHF) Shares	IE00BGCRWJ33	A2N49Y
Class AN (CHF) Shares	IE00BGCRWK48	A2N49Z

### Initial Offer Period

The initial offer period for the Class B (CHF) Shares and Class AN (CHF) Shares has now closed.

The initial offer period in respect of Class A (CHF) Shares shall be open until to 5pm, 7 February 2020 or such other dates as determined by the Manager in accordance with the Central Bank's requirements.

During the relevant initial offer period, each Class of Shares shall be offered at a price of 100 CHF per Share.

Following the initial offer period, Shares will be available for subscription at the Net Asset Value per Share calculated by the Manager as at the Valuation Point in respect of the Dealing Day.

### Minimum Initial Subscription

The minimum initial subscription in relation to Class B (CHF) Shares is CHF 500,000 or such other amount as may be determined by the Directors in their absolute discretion.

There will be no minimum initial subscription in relation to Class A (CHF) Shares or Class AN (CHF) Shares.

### Subscriptions

The procedure for subscribing for Shares is set out in Section 7 of the Prospectus.

### Subscription Charges



For the Class A (CHF) and Class B (CHF) Shares, a subscription charge payable to the Manager to cover distribution costs of up to 5 per cent of the Net Asset Value of the relevant Shares may be charged on subscription.

No subscription charge is payable to the Manager in respect of the Class AN (CHF) Shares.

### **Redemptions**

The procedure for redeeming Shares is set out in Section 7 of the Prospectus.

### **Redemption Charges**

For the Class A (CHF) and Class B (CHF) Shares, a redemption charge payable to the Manager of up to 2 per cent of the Net Asset Value of the relevant Shares may be charged on any redemption of such Shares. At present, no redemption charge is payable in respect of these Shares.

No redemption charge is payable to the Manager in respect of the Class AN (CHF) Shares.

### **Dealing Day**

The Dealing Day means such Business Day as the Directors may determine in respect of a particular Fund on which Shares of the Fund may be issued, redeemed or converted, provided that there shall not be less than one Dealing Day in respect of each Fund in each fortnightly period except during a period of suspension of issues and redemptions of Shares (as described in Section 7F of the Prospectus) provided that if the Manager decides to change such day or the interval between such days (other than in the case of a temporary change) it shall give reasonable notice of such change to the Shareholders in the relevant Fund.

### **Minimum Holding**

The Minimum Holding in relation to the Shares of the Fund is 100 Shares (or such other number or amount as the Directors may in their absolute discretion determine (and such determination may be made for different numbers and amounts in respect of different Classes of Shares)).

### **Publication of Prices**

Details of where Subscription and Redemption Prices for Shares in the Fund shall be published are set out in Section 14 of the Prospectus.

### **Conversion of Shares**

The procedure for converting Shares is set out in Section 7 of the Prospectus.

### **Dividend Policy**

The Accounting Date of the Company is 30 September in each year. It is currently intended that the Class A (CHF) Shares, Class B (CHF) Shares and Class AN (CHF) Shares in the Fund will be accumulating in nature.

Further information in relation to the dividend policy of the Fund is set out in Section 9 of the Prospectus.

## Investment Manager

The Manager has appointed Metzler Asset Management GmbH (the “**Investment Manager**”) to act as investment manager in respect of the Fund and the Company has consented to such delegation. The Investment Manager will provide discretionary investment management services and advice in connection with the Fund.

## Description of Investment Manager

The description of the Investment Manager is set out in Section 3D of the Prospectus.

## Charges and Expenses

Investors should refer to Section 6 of the Prospectus.

Where the Fund invests in the shares of other investment funds that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, that management company or other company may not charge subscription, conversion or redemption fees on account of the Fund’s investment in the shares of such other investment funds.

## Investment Manager’s Fee

Under its agreement with the Manager, the Investment Manager’s remuneration is paid by the Manager out of its own fee.

## Management Fee

Different levels of management fee may apply to each Class of Share, details of which are set out below:

<b>Class of Share</b>	<b>Maximum Management Fee</b>	<b>Actual Management Fee</b>
Class A (CHF) Shares	2%	1%
Class B (CHF) Shares	2%	0.35%
Class AN (CHF) Shares	2%	0.60%

In the event that the current management fee attributable to the Shares is increased, Shareholders will be notified of such an increase. If the Manager proposes to increase the management fee beyond the permitted maximum management fee in respect of the Shares, it will be necessary to obtain Shareholder consent in advance of such a change taking place.

## Investment Research Charge

The Fund shall not be charged for investment research.

## Establishment Expenses

The estimated expenses incurred in the establishment and formation of the Fund and the initial offering of Shares in the Fund (including marketing, regulatory, legal, accounting and printing costs) are expected to amount to €18,000 exclusive of VAT. Such expenses will be amortised by the Fund over a period of five years. All normal operating expenses including (but not

limited to) audit fees, fees for taxation advice, legal fees, registration fees, taxation costs, administration costs, charges incurred on the acquisition and realisation of investments and the costs of publication and distribution of prospectuses, interim and annual reports and of the calculation and publication of Share prices will also be payable out of the Fund.

### **Taxation**

Investors should refer to Section 11 of the Prospectus.

### **Reports**

Copies of each of the annual and half yearly reports of the Company are made available for inspection by the Directors and are supplied to each Shareholder upon request, free of charge.