Prospective investors should review this Prospectus (the "Prospectus") and the Relevant Supplements carefully and in its entirety and, before making any investment decision with respect to an investment in a Fund, should consult a stockbroker, bank manager, lawyer, accountant or other financial adviser for independent advice in relation to: (a) the legal requirements within their own countries for the purchase, holding, exchanging, redeeming or disposing of Shares; (b) any foreign exchange restrictions to which they are subject in their own countries in relation to the purchase, holding, exchanging, redeeming or disposing of Shares; (c) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, exchanging, redeeming or disposing of Shares; and (d) the provisions of this Prospectus and the Relevant Supplements.

UBS (Irl) ETF plc

(An investment company with variable capital constituted as an umbrella fund with segregated liability between sub-funds under the laws of Ireland and authorised by the Central Bank pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

PROSPECTUS

27 September 2013

UBS (Irl) ETF plc (the "**Company**") and the directors of the Company (the "**Directors**"), whose names appear in the "*Management*" section, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the importance of such information. The Company and the Directors accept responsibility accordingly.

No person has been authorised to give any information or to make any representations other than those contained in this Prospectus in connection with the offer of the Shares, and, if given or made, the information or representations must not be relied upon as having been authorised by the Company.

Investors should be aware that the price of Shares may fall as well as rise, and investors may not get back any of the amount invested. The difference at any one time between the subscription and redemption price of Shares means that an investment in any Fund should be viewed as medium to long

term. Risk factors for each investor to consider are set out in the "*Risk Information*" section. Investors should note that a redemption fee of up to 3% of the Net Asset Value of the Shares being redeemed may be chargeable in respect of a Fund.

The authorisation of the Company by the Central Bank is not an endorsement or guarantee of the Company by the Central Bank nor is the Central Bank responsible for the contents of the Prospectus. The 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.

Shares are not being, and may not be, offered, sold or delivered directly or indirectly in the United States of America, its territories or possessions or in any State or the District of Columbia (the "U.S.") or to or for the account or benefit of any U.S. Person as defined in Schedule I hereto. Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any of the States of the U.S. and the Company will not be registered under the U.S. Investment Company Act of 1940, as amended. Any re-offer or resale of any of the Shares in the U.S. or to U.S. Persons may constitute a violation of U.S. law.

The Articles give powers to the Directors to impose restrictions on the holding of Shares by (and consequently to compulsorily redeem Shares held by), or the transfer of Shares to, any U.S. Person (unless pursuant to an exemption under US securities laws); or by any person who appears to be in breach of any law or requirement of any country or governmental authority by virtue of which such person is not qualified to hold such Shares; or by any person or persons in circumstances (whether directly or indirectly affecting such person or persons, and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the Directors to be relevant) which, in the opinion of the Directors, might result in the Company or the relevant Fund incurring any liability to taxation or suffering any other pecuniary, regulatory, legal or material administrative disadvantages which the Company or the relevant Fund might not otherwise have incurred, suffered or breached; or any individual under the age of 18 (or such other age as the Directors think fit) or of unsound mind. ("Prohibited Persons").

CONTENTS

Page No

DIRECTORY

UBS (Irl) ETF plc
78 Sir John Rogerson's Quay
Dublin 2
Ireland

<table>
<tr><td>Directors:
Clemens Reuter
Ian Ashment
Frank Müsel
Barry McGrath
Andreas Haberzeth
Trevor Hunt
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United Kingdom</td></tr>
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and
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<tr><td>Company Secretary:
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78 Sir John Rogerson's Quay
Dublin 2
Ireland</td><td>Auditors:
PricewaterhouseCoopers
One Spencer Dock
North Wall Quay
Dublin 1
Ireland</td></tr>
</table>

Securities Lending Agent: State Street Bank GmBH and State Street Bank and Trust Company 20 Churchill Place Canary Wharf London E14 5HJ England	

GENERAL INFORMATION

This section is an introduction to this Prospectus and any decision to invest in the Shares should be based upon consideration of the Prospectus as a whole, including the Relevant Supplements. Capitalised terms used in this Prospectus are defined in Schedule I hereto.

THE COMPANY

The Company is an open-ended investment company with variable capital which was incorporated in Ireland on 14 December 2011 under registration number 507439 and is authorised by the Central Bank as a UCITS. The object of the Company 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 in accordance with the UCITS Regulations. The Company has been structured as an umbrella fund, with segregated liability between Funds, in that the Directors may from time to time, with the prior approval of the Central Bank, issue different series of Shares representing separate portfolios of assets, each comprising a Fund. The portfolio of assets maintained for each series of Shares and comprising a Fund will be invested in accordance with the investment objectives and policies applicable to such Fund as specified in the Relevant Supplement and each Relevant Supplement shall include all such relevant information in relation to the additional Fund or Funds as the Directors may deem appropriate and the Central Bank requires, to be included. Each Fund will bear its own liabilities and, under Irish law, none of the Company, any of the service providers appointed to the Company, the Directors, any receiver, examiner or liquidator, nor any other person will have access to the assets of a Fund in satisfaction of a liability of any other Fund.

Shares of any particular series may be divided into different Classes to accommodate different dividend policies, charges and/or fee arrangements (including different total expense ratios) and/or currencies. The Company may establish Classes that provide for foreign exchange hedging in accordance with the policies and requirements of the Central Bank from time to time. While it is anticipated that applications will be made for most of the Classes to be admitted to listing on one or more Listing Stock Exchange, the Company may also establish Classes of Unlisted Shares and investors should refer to the Relevant Supplement for information in this respect.

The Company is promoted by UBS Global Asset Management (UK) Ltd. Details of the promoter may be found under "*The Investment Manager*" in the "*Management*" section.

INVESTMENT OBJECTIVES, POLICY AND STRATEGY

The Company has been established for the purpose of investing in transferable securities in accordance with the UCITS Regulations. The investment objectives, strategies and policies for each Fund will be set out in the Relevant Supplement.

The assets of each Fund will be invested in accordance with the investment restrictions contained in the UCITS Regulations, which are summarised in the "*Investment Restrictions*" section and such additional investment restrictions, if any, as may be adopted by the Directors for any Fund and specified in the Relevant Supplement.

Generally, each Fund will seek to achieve its objective by pursuing a policy which seeks to track the performance of an Index and will use either a Replication Strategy or a Sampling Strategy (as described below) with the aim of minimising as far as possible the difference in performance between the Fund and the relevant Index. The Investment Manager will determine whether a Replication Strategy or a Sampling Strategy is most appropriate for a Fund. The Relevant Supplement will specify and describe the strategy the applicable Fund intends to use.

The following is a summary description of each of the Replication Strategy and Sampling Strategy. More detailed information on each strategy is set forth in the Relevant Supplement, as appropriate.

Replication Strategy – this strategy seeks to hold all of the securities of a particular Index, with the approximate weightings of that Index, so that the portfolio of the Fund is a near mirror-image of the components of the Index.

Sampling Strategy – this strategy seeks to build a representative portfolio that provides a return comparable to that of an Index. This strategy is used for tracking certain equity or fixed income indices which are too broad to replicate (i.e. the Index contains too many securities for the Fund to be able to purchase them all efficiently) and/or which contain securities which are difficult to purchase in the open markets. Consequently, a Fund using this strategy will typically hold only a subset of the securities which comprise the Index.

A Fund may also on occasion hold securities which are not comprised in its Index where the Investment Manager believes this to be appropriate in light of the investment objective and investment restrictions of the Fund, or other factors. The potential for any such proposed investment by a Fund will be disclosed in the Relevant Supplement.

Changes to the composition and/or weighting of the securities constituting an Index which is tracked by a Fund will ordinarily require that Fund to make corresponding adjustments or rebalancings to its investments in order to seek to track the Index. The Investment Manager will accordingly seek to rebalance the composition and/or weighting of the securities held by a Fund from time to time to the extent practicable and possible to conform to changes in the composition and/or weighting of the Index. Other rebalancing measures may be taken from time to time to seek to maintain the correspondence between the performance of a Fund and the performance of the Index.

The Investment Manager will rely solely on each Index Provider for information as to the composition and/or weighting of the securities that constitute each Index ("**Index Securities**"). If the Investment Manager is unable to obtain or process such information in relation to any Index on any Business Day, the most recently published composition and/or weighting of that Index will be used for the purpose of all adjustments.

The Directors may establish Funds that will seek to track an Index by:

investing solely in Index Securities and transferable securities other than Index Securities;

investing solely in FDI; or

investing in a combination of Index Securities, transferable securities other than Index Securities and FDI.

In each case, information in relation to the types of instruments or securities in which the relevant Fund will invest, including details in relation to the exchanges or markets on which the Fund's investments will be listed or traded, will be set out in the Relevant Supplement.

CHANGES TO INVESTMENT OBJECTIVE, POLICIES AND STRATEGY OF A FUND

Any change in the investment objectives and any material change in the investment policies of a Fund will require approval by ordinary resolution of the Shareholders in that Fund. In the event of a change of investment objectives and/or the investment policy, a reasonable notification period will be provided by the Fund to enable Shareholders to redeem their Shares prior to implementation of the change. Any proposal by the Directors to change an Index, for the reasons outlined below, shall be subject to the prior approval of the Shareholders of the relevant Fund by ordinary resolution only if it is deemed to be a change of investment objective or a material change of investment policy. Otherwise, it will simply be notified to Shareholders, in accordance with the requirements of the Central Bank.

The Directors may decide, if they consider it to be in the interests of any Fund, to change or substitute the existing Index of a Fund. The Directors may, for instance, decide to substitute such an Index in the following circumstances:

the transferable securities or other techniques or instruments described in the "*Investment Restrictions*" section which are necessary for the implementation of the relevant Fund's investment objective cease to be sufficiently liquid or otherwise be available for investment in a manner which is regarded as acceptable by the Directors;

the quality, accuracy and availability of data of a particular Index has deteriorated;

the components of the applicable Index would cause the Fund (if it were to follow the Index closely) to be in breach of the limits set out in the "*Investment Restrictions*" section and/or materially affect the taxation or fiscal treatment of the Company or any of its Shareholders;

the particular Index ceases to exist or, in the determination of the Directors, there is, or is expected to be, a material change in the formula for or the method of calculating a component of the Index or there is, or is expected to be, a material modification of a component of the Index;

the Index Provider increases its licence fees to a level which the Directors consider excessive;

there is a change of ownership of the relevant Index Provider to an entity not considered acceptable by the Directors and/or a change of name of the relevant Index; or

a new index becomes available which is regarded as the market standard for investors in the particular market and/or would be regarded as of greater benefit to the shareholders than the existing Index.

The above list is indicative only and should not be understood as being exhaustive in respect of the ability of the Directors to change the Index in any other circumstances as they consider appropriate. The Prospectus and any of the Relevant Supplements will be updated in the case of substitution or change of the existing Index of a Fund for another Index.

The Directors will change the name of a Fund if its Index is changed. Any change to the name of a Fund will be approved in advance by the Central Bank and the relevant documentation will be updated.

TRACKING ACCURACY

Tracking difference: The Investment Manager aims to achieve a level of tracking accuracy whereby the anticipated annual difference in returns, after expenses, between the performance of the shares of a Fund and that Fund's Index will not exceed 1% under normal market conditions. However, exceptional circumstances may arise which cause a Fund's tracking accuracy to exceed 1%. Additionally, in relation to certain Funds through the composition of each of that Fund's Index, it may not be practicably possible, for example because of the Company's investment restrictions, to achieve such a level of tracking accuracy. It is anticipated for most Funds, especially those where the Index's component securities are listed on one or more highly liquid and efficient Recognised Markets, that the level of tracking accuracy will be significantly better than normal annual return differences of 1%. In relation to those certain Funds where such accuracy is not practicably possible, it is anticipated that the normal annual return differences will be no more than 5%.

Tracking error: The Investment Manager aims to keep the tracking error, defined as the volatility of the tracking difference between the performance of the shares of a Fund and that Fund's Index, below or equal to 1% under normal market conditions. However, exceptional circumstances may arise which cause a Fund's tracking error to exceed 1%. Additionally, in relation to certain Funds through the composition of that Fund's Index, it may not be practicably possible, for example because of the Company's investment restrictions, to achieve such a tracking error. It is anticipated for most Funds, especially those where the Index's component securities are listed on one or more highly liquid and efficient Recognised Markets, that the tracking error will be significantly lower than 1%. In relation to those certain Funds where such accuracy is not practicably possible, it is anticipated that the annual tracking error will be no more than 3%.

The annual and half-yearly reports will state the size of the tracking difference and tracking error at the end of the period under review. The annual report will provide an explanation of any divergence between the anticipated and realised tracking error for the relevant period. The annual report will also disclose and explain the annual tracking difference between the performance of the Fund and the performance of the Index tracked.

Exposure to the Index through physical replication may be affected by rebalancing costs, in particular where the Index undergoes significant rebalancing or where constituents are not very liquid or have restrictions in terms of accessibility. Rebalancing costs are a factor of the rebalancing frequency of the underlying Index, the constituents' weighting adjustments and/or the number of constituents being replaced on each rebalancing day, and the transaction costs incurred to implement such changes. High rebalancing costs will generally deteriorate the relative performance between the Fund and the Index. The rebalancing frequency is detailed for each Fund in the Relevant Supplement.

USE OF FINANCIAL DERIVATIVE INSTRUMENTS

The use of FDI by any Fund for investment purposes or for efficient portfolio management will be described in the Relevant Supplement. In this context, efficient portfolio management means the reduction of risks, including the risk of differences in the performance of a Fund and the performance of the Index tracked by the relevant Fund, the reduction of costs to the Company or the generation of additional capital or income for the Company with an appropriate level of risk, taking into account the risk profile of the relevant Fund and the risk diversification rules set out in the Central Bank Notices. In addition, the use of such techniques and instruments must be realised in a cost-effective way and must not result in a change to the investment objective of the Fund or add supplementary risks not covered in this Prospectus. Please refer to the section of this Prospectus entitled "Risk Information; Efficient Portfolio Management Risk" for more details. The risks arising from the use of such techniques and instruments shall be adequately captured in the Company's risk management process.

FDI may also be used for hedging against market movements, currency exchange or interest rate risks subject to the general restrictions outlined in the "*Investment Restrictions*" section below. Hedging is a technique used for minimising an exposure created from an underlying position by counteracting such exposure by means of acquiring an offsetting position. The positions taken for hedging purposes will not be allowed to exceed materially the value of the assets that they seek to offset. In the event that a Fund uses FDI, there may be a risk that the volatility of the Fund's Net Asset Value may increase. The contribution of FDI to the risk profile of a Fund which uses FDI will be disclosed in its investment policies. Although a Fund may be leveraged as a result of use of FDI, the Fund's global exposure relating to the use of FDI may not exceed its total net assets, i.e. the Fund may not be leveraged in excess of 100% of its Net Asset Value. The global exposure and leverage of each Fund's which uses FDI will be calculated using either the commitment approach or an advanced value-at-risk approach, as specified in the Relevant Supplement. The commitment approach converts a Fund's FDI positions into the equivalent positions in the underlying assets and seeks to ensure that the FDI risk is monitored in terms of any future "commitments" to which it is (or may be) obligated. The alternative, value-at-risk approach is a risk measurement methodology commonly used to measure the "risk of loss" to an asset portfolio. It calculates the maximum loss in a portfolio of assets with a given probability of loss (defined as the confidence level), over a given period of time. Investors should refer to the "*Risk Information*" section for information in relation to the risks associated with the use of FDI.

The Investment Manager will not use FDI in respect of any Fund until the Company has adopted a statement of its risk management processes ("**RMP**") in respect of the use of FDI which enables it to accurately measure, monitor and manage the various risks associated with FDI and will employ only FDIs which are described in the RMP. The Company will only adopt an RMP which has been submitted to and cleared by the Central Bank in accordance with Central Bank guidance note 3/03. Following the adoption of the RMP, in the event of a Fund proposing to use additional types of FDI, the RMP and the Relevant Supplement will be amended to reflect this intention. The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investment.

USE OF REPURCHASE/REVERSE REPURCHASE AGREEMENTS/STOCK LENDING AGREEMENTS

The Company may enter into repurchase agreements, reverse repurchase agreements, and stocklending agreements subject to the conditions and limits set out in the Central Bank Notices. Repurchase agreements and stock lending agreements may be used for efficient portfolio management.

A repurchase agreement is an agreement between a seller and a buyer of specified securities under which the seller agrees to repurchase securities at an agreed upon price and, usually, at a stated time (if the Company is the seller, the agreement is categorised by the Company as a repurchase agreement; if the Company is the buyer, the agreement is categorised by the Company as a reverse repurchase agreement). The difference between the purchase price and the repurchase price represents the yield to the buyer from the repurchase transaction. In contrast, in a stock lending transaction, the lender makes a loan of securities to the borrower upon terms that require the borrower to return equivalent securities to the lender within a specified period and the borrower pays the lender a fee for the use of the securities during the period that they are on loan. Repurchase agreements, reverse repurchase agreements and securities lending agreements may only be effected in accordance with normal market practice.

Each Fund may lend its portfolio securities via a securities lending program through an appointed securities lending agent, including the Custodian and the Administrator, to brokers, dealers and other financial institutions desiring to borrow securities to complete transactions and for other purposes. A securities lending program allows a Fund to receive a portion of the income generated by lending its securities and, if cash is received as collateral, investing the cash collateral. A Fund may only enter into securities lending agreements, repurchase agreements and reverse repurchase agreements with counterparties which have a minimum credit rating of A2 or equivalent from a Recognised Rating Agency or which, if unrated, have, in the opinion of the Investment Manager, an implied rating of A2 or better. Alternatively, an unrated counterparty is acceptable where the relevant Fund is indemnified or guaranteed against losses suffered as a result of a failure by the counterparty by an entity which maintains a rating of A2 or equivalent.

A Fund may enter securities lending agreements and repurchase agreements only in accordance with normal market practice and provided that collateral obtained under the securities lending contract or repurchase agreement meets, at all times, the criteria for collateral as further outlined below.

All the revenues arising from repurchase/reverse repurchase agreements and securities lending shall be returned to the relevant Fund following the deduction of any direct and indirect operational costs and fees arising. Such direct and indirect operational costs and fees (which are all fully transparent), which shall not include hidden revenue, shall include fees and expenses payable to repurchase/reverse repurchase agreements counterparties and/or securities lending agents engaged by the Company from time to time. Such fees and expenses of any repurchase/reverse repurchase agreements counterparties and/or securities lending agents engaged by the Company, which will be at normal commercial rates together with VAT, if any, thereon, will be borne by the Company or the Fund in respect of which the relevant party has been engaged. Details of Fund revenues arising and attendant direct and indirect operational costs and fees as well as the identity of any specific repurchase/reverse repurchase agreements counterparties and/or securities lending agents engaged by the Company from time to time shall be included in the Company's semi-annual and annual reports.

From time to time, a Fund may engage repurchase/reverse repurchase agreements counterparties and/or securities lending agents that are related parties to the Custodian or other service providers of the Company. Such engagement may on occasion cause a conflict of interest with the role of the Custodian or other service provider in respect of the Company. The identity of any such related parties will be specifically identified in the Company's semi-annual and annual reports.

Repurchase/reverse repurchase agreements or securities lending do not constitute borrowing or lending for the purposes of UCITS Regulation 103 and UCITS Regulation 111 respectively.

Collateral Policy

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 a Fund or posted to a counterparty by or on behalf of a Fund. Any receipt or posting of collateral by a Fund will be conducted in accordance with the requirements of the Central Bank and the terms of the Company's collateral policy outlined below.

Collateral – received by the UCITS

Collateral posted by a counterparty for the benefit of a Fund may be taken into account as reducing the exposure to such counterparty. Each Fund will require receipt of the necessary level of collateral so as to ensure counterparty exposure limits are not breached. Counterparty risk may be reduced to the extent that the value of the collateral received corresponds with the value of the amount exposed to counterparty risk at any given time.

The Company or its delegate will liaise with the Custodian in order to manage all aspects of the counterparty collateral process.

A Fund receiving collateral for at least 30% of its assets should have an appropriate stress testing policy in place to ensure regular stress tests are carried out under normal and exceptional liquidity conditions to enable the Fund to assess the liquidity risk attached to the collateral. The liquidity stress testing policy will at least prescribe the following:

(a) Design of stress test scenario analysis including calibration, certification and sensitivity analysis;
(b) Empirical approach to impact assessment, including back-testing of liquidity risk estimates;
(c) Reporting frequency and limit/loss tolerance threshold/s; and
(d) Mitigation actions to reduce loss including haircut policy and gap risk protection.

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 of the Fund in accordance with normal market practice.

All assets received by a Fund in the context of repurchase/reverse repurchase agreements and securities lending shall be considered as collateral and must comply with the terms of the Company's collateral policy.

Non-cash collateral

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. The following types of securities are accepted as collateral provided they comply with the above requirements:

Fixed Income Securities; and

Equities in the form of world stock indices. Further information on the types of securities accepted as collateral is available on the Company's website at HYPERLINK "http://www.ubs.com/etf" http://www.ubs.com/etf.

Collateral received should also comply with the provisions of Regulation

74 of the UCITS Regulations.

(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. The criterion of sufficient diversification with respect of issuer concentration is considered to be respected if a Fund receives from a counterparty a basket of collateral with a maximum exposure to a given issuer of 20% of its 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 Custodian. For other types of collateral arrangement, the collateral can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

(viii) Haircuts: The Company (or its delegate), on behalf of each Fund, shall apply suitably conservative haircuts to 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 the necessary quality or the collateral carries a significant level of price volatility with regard to residual maturity or other factors, a conservative haircut must be applied in accordance with more specific guidelines as will be maintained in writing by the Company on an on-going basis. However, the application of such a haircut will be determined on a case by case basis, depending on the exact details of the assessment of the collateral. The Company, in its discretion, may consider it appropriate in certain circumstances to resolve to accept certain collateral with more conservative, less conservative or no haircuts applied if it so determines, on an objectively justifiable basis. Any extenuating circumstances that warrant the acceptance of relevant collateral with haircut provisions other than the guideline levels must be outlined in writing. Documentation of the rationale behind this is imperative.

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

Cash collateral

Cash collateral may not be invested other than in the following:

(i) deposits with relevant institutions;

(ii) high-quality government bonds;

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

(iv) short-term money market funds as defined in the ESMA Guidelines on a Common Definition of European Money Market Funds (ref CESR/10-049).

Invested cash collateral should be diversified in accordance with the diversification requirement applicable to non-cash collateral outlined above. Invested cash collateral may not be placed on deposit with the counterparty or a related entity. Exposure created through the reinvestment of collateral must be taken into account in determining risk exposures to a counterparty. Re-investment of cash collateral in accordance with the provisions above can still present additional risk for the Fund. Please refer to the section of this Prospectus entitled "Risk Information; Reinvestment of Cash Collateral Risk" for more details.

Collateral – posted by the UCITS

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.

Until the expiry of a securities lending arrangement or repurchase agreement, collateral obtained must meet the criteria outlined above. The requirement for the collateral to be transferred to the Custodian is not applicable in the event that the Company uses tri-party collateral management services of international central securities depositaries or Relevant Institutions which are generally recognised as specialists in this type of transaction and are subject to prudential supervision of the Custodian and which are unrelated to the provider of the collateral, the Company may enter into securities lending programmes organised by generally recognised international central securities depositaries systems provided that the programme is subject to a guarantee from the system operator. The Custodian must be a named participant to the collateral arrangements.

Pursuant to the terms of the relevant securities lending agreement, the appointed lending agent will, on behalf of the Company, receive a securities lending fee from the borrower. The lending agent is entitled to retain a portion of the securities lending revenue to cover all costs associated with the securities lending activity including the delivery of loans, the management of collateral and the provision of the securities lending indemnity, in accordance with the provisions of the securities lending agreement. The income generated from the securities lending programme will be disclosed in the periodic reports of the Company and the fees paid will be at normal commercial rates. A Fund must have the right at any time to terminate any securities lending agreement entered into by it, and to demand the return of any or all securities lent within five (5) Business Days or such other period as normal market practice dictates. Securities lending agreements and repurchase agreements do not constitute borrowing or lending for the purposes of the UCITS Regulations.

USE OF CURRENCY FORWARDS AND FUTURES

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

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

A Fund may "cross-hedge" one foreign currency exposure by selling a related foreign currency into the Base Currency of that Fund. Also, in emerging or developing markets, local currencies are often expressed as a basket of major market currencies such as the U.S. Dollar, Euro or Japanese Yen. A Fund may hedge out the exposure to currencies other than its Base Currency in the basket by selling a weighted average of those currencies forward into the Base Currency. The use of any currency forwards and/or futures, including details of their impact on the risk profile of that Fund, will be disclosed in full in the Relevant Supplement.

Transactions in futures involve the obligation to make, or to take, delivery of the underlying asset of the contract at a future date, or in some cases to settle the position with cash. Futures contracts may be sold on condition that either the security which is the subject of the contract remains at all times in the ownership of the Company for the account of the relevant Fund, or on condition that all of the assets of the relevant Fund or a proportion, which may not be less in value than the exercise value of the futures contract sold, can reasonably be expected to behave in terms of price movement, in the same manner as the futures contract. Futures contracts may be purchased on condition that the exercise value of the contract is at all times held by the Company for the account of the relevant Fund, in liquid assets or readily marketable securities. However, a Fund which invests directly in both fixed income and equity markets may purchase futures contracts on condition that the aggregate net exposure of the Fund is not greater than that which would be achieved through direct investment of all of the Fund's assets in the underlying securities. In such cases the Fund must clearly provide for such an active asset allocation strategy in its investment objectives.

BORROWING MONEY

Each Fund may borrow money from a bank up to a limit of 10% of its Net Asset Value, but only for temporary or emergency purposes. A Fund may acquire foreign currency by means of a back-to-back loan agreement. Foreign currency obtained in this way is not classified as borrowing for the purposes of the UCITS Regulations provided that the offsetting deposit (a) is denominated in the Base Currency and (b) equals or exceeds the value of the foreign currency loan outstanding.

POOLING

Subject to the general provisions of Articles and in accordance with the requirements of the Central Bank, the Board of Directors may, for the purpose of efficient portfolio management, where the investment policies of the funds so permit, choose that the assets of certain Funds be co-managed together with the assets of other Funds. In such cases, assets of different Funds will be managed in common. The assets which are co-managed shall be referred to as a "pool", notwithstanding the fact that such pools are used solely for internal management purposes. The pools do not constitute separate entities and are not directly accessible to investors. Each of the co-managed Funds shall be allocated its specific portion of assets. This Prospectus (if necessary), the Relevant Supplement and the material contracts to which the Company is a party (as appropriate) will be updated to reflect any such co-management arrangements prior to their implementation.

PURCHASE AND SALE INFORMATION

Primary Markets
The Company will only accept subscriptions from Authorised Participants. An investor who is not an Authorised Participant may purchase Shares on the secondary market. Shares may be issued and redeemed in exchange for cash, securities or a combination of cash and securities. To the extent required by applicable law of a country where the Shares are registered for public sale, cash redemptions may be accepted from Shareholders not qualifying as Authorised Participants, subject to the procedures and charges described below and in the section entitled "*Purchase and Sale Information*".

Secondary Markets
Shares may be purchased and sold in smaller volumes on the relevant Listing Stock Exchanges through brokers at market prices. Because Shares trade on the Listing Stock Exchanges at market prices rather than the Net Asset Value per Share, Shares may trade at a price greater than the Net Asset Value per Share (premium) or less than the Net Asset Value per Share (discount). Where the value of the Shares quoted on the secondary market significantly differs or varies from the current Net Asset Value per Share, investors subject to their liaising with the Administrator and complying with any necessary anti-money laundering checks requested by the Administrator, may apply to the Company to be registered as the owners of Shares purchased on secondary markets to access primary market redemption facilities. Such secondary market investors should refer to the section entitled "*Purchase and Sale Information*" of the Prospectus for details on how to process such redemption requests.

Investors should refer to the "*Purchase and Sale Information*" section for further details.

PORTFOLIO TRANSPARENCY

Information on the calculation methodology, including the exact composition of each Fund's Index, is available on the website indicated in the Relevant Supplement.

In addition, for each Fund on each Dealing Day a statement prepared by the Company administrator will be published by the Company on (or through a link on) the UBS Exchange Traded Funds Website (http://www.ubs.com/etf) disclosing each of the securities and the number thereof which the Company will expect to be delivered to it by an Authorised Participant when subscribing for Shares.

TAX INFORMATION

The Company is resident in Ireland for tax purposes and is not subject to Irish taxation charges on income or capital gains. No Irish stamp duty is payable on the issue, redemption or transfer of Shares in the Company. A Fund may make distributions that may be taxed as ordinary income or capital gains. The distribution policy of each Fund will be set out in the Relevant Supplement. The tax treatment applicable to a Shareholder will depend on its individual situation. Accordingly, Shareholders and potential investors are advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling, exchanging or otherwise disposing of Shares under the laws of their country of incorporation, establishment, citizenship, residence, ordinary residence or domicile.

Investors should refer to the "*Tax Information*" section for further details.

OTHER INFORMATION

TYPICAL INVESTOR PROFILE

The Company has been established for the purpose of investing in transferable securities in accordance with the UCITS Regulations. The investment objectives and policies for each Fund will be set out in the Relevant Supplement. Unless otherwise disclosed in the Relevant Supplement, investors are expected to be retail and institutional investors. Further details regarding the profile of a typical investor for each Fund are set out in the Relevant Supplement.

REPORT AND ACCOUNTS

The Company's accounting period will end on 31 December in each year. The Company will publish an annual report and audited annual accounts within four months of the end of the financial period to which they relate and the first annual report and annual accounts covered the period from incorporation up to 31 December 2012. The unaudited half-yearly reports of the Company covered the period to 30 June in each year. The unaudited half yearly reports will be published within two months of 30 June and the first set of half-yearly reports will cover the period from incorporation to 30 June 2012. The annual report and the half-yearly report will be made available on the Website and may be sent to Shareholders by electronic mail or other electronic means of communication, although Shareholders and prospective investors may also, on request, receive reports by hard copy mail.

MEMORANDUM AND ARTICLES OF ASSOCIATION

Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Memorandum and Articles of Association of the Company, copies of which are available as described in the "*Where To Learn More About The Funds*" section of this Prospectus.

SHARE CAPITAL

The authorised share capital of the Company is 500,000,300,002 (five hundred billion, three hundred thousand and two) Shares of no par value divided into 300,002 (three hundred thousand and two) Subscriber Shares of no par value and 500,000,000,000 (five hundred billion) Shares of no par value. The Directors are empowered to issue up to all of the Shares of the Company on such terms as they think fit. The Shares entitle the holders to attend and vote at general meetings of the Company and to participate equally (subject to any differences between fees, charges and expenses applicable to different Classes) in the profits and assets of the Fund to which the Shares relate. The Company may from time to time by ordinary resolution increase its capital, consolidate the Shares or any of them into a smaller number of Shares, sub-divide the Shares or any of them into a larger number of Shares or cancel any Shares not taken or agreed to be taken by any person. The Company may by special resolution from time to time reduce its share capital in any way permitted by law. At a meeting of Shareholders, on a show of hands, each Shareholder shall have one vote and, on a poll, each Shareholder shall have one vote for each whole Share held by such Shareholder.

The Subscriber Shares entitle the holders to attend and vote at general meetings of the Company but do not entitle the holders to participate in the profits or assets of the Company except for a return of capital on a winding-up.

FUNDS

Under the Articles, the Directors are required to establish a separate Fund, with separate records, in the following manner:

the Company will keep separate books and records of account for each Fund. The proceeds from the issue of Shares issued in respect of a Fund will be applied to the Fund, and the assets and liabilities and income and expenditure attributable to that Fund will be applied to such Fund;

any asset derived from another asset in a Fund will be applied to the same Fund as the asset from which it was derived and any increase or diminution in value of such an asset will be applied to the relevant Fund;

in the case of any asset which the Directors do not consider as readily attributable to a particular Fund or Funds, the Directors have the discretion to determine, acting in a fair and equitable manner and with the consent of the Custodian, the basis upon which any such asset will be allocated between Funds and the Directors may at any time and from time to time vary such basis;

any liability will be allocated to the Fund or Funds to which in the opinion of the Directors it relates or if such liability is not readily attributable to any particular Fund the Directors will have discretion to determine, acting in a fair and equitable manner and with the consent of the Custodian, the basis upon which any liability will be allocated between Funds and the Directors may at any time and from time to time vary such basis;

in the event that assets attributable to a Fund are taken in execution of a liability not attributable to that Fund, and in so far as such assets or compensation in respect thereof cannot otherwise be restored to that Fund affected, the Directors, with the consent of the Custodian, shall certify or cause to be certified, the value of the assets lost to the Fund affected and transfer or pay from the assets of the Fund or Funds to which the liability was attributable, in priority to all other claims against such Fund or Funds, assets or sums sufficient to restore to the Fund affected, the value of the assets or sums lost to it;

where the assets of the Company (if any) attributable to the Subscriber Shares give rise to any net profit, the Directors may allocate assets representing such net profits to such Fund or Funds as they may deem appropriate, acting in a fair and equitable manner; and

subject as otherwise provided in the Articles, the assets held for the account of each Fund shall be applied solely in respect of the Shares to which such Fund appertains and shall belong exclusively to the relevant Fund and shall not be used to discharge directly or indirectly the liabilities of or claims against any other Fund and shall not be available for any such purpose.

Each of the Shares entitles the Shareholder to participate equally on a pro rata basis in the dividends and net assets of the Fund in respect of which they are issued, save in the case of dividends declared prior to becoming a Shareholder.

WINDING UP

Generally, under Irish law, if a company is being wound up, a liquidator is appointed to settle outstanding claims and distribute the remaining assets of the company. The liquidator will use the assets of the company in order to satisfy claims of creditors. Thereafter, the liquidator will distribute the remaining assets among the shareholders. The Articles contain provision that will require, firstly, the distribution of assets to the Shareholders of each Fund after settlement of the liabilities of that Fund and, thereafter, distribution to the holders of Subscriber Shares of the nominal amount paid in respect of those Subscriber Shares. The liquidator may, if authorised by a special resolution, distribute assets of the Company in specie provided that, in such circumstances, Shareholders may request that the assets to be distributed to them be sold, with the net cash proceeds to be paid to them.

INVESTMENT RESTRICTIONS

The assets of each Fund will be invested in accordance with the investment restrictions contained in the UCITS Regulations which are summarised below and such additional investment restrictions, if any, as may be adopted by the Directors and further details in relation to which will be set out in the Relevant Supplement.

1 PERMITTED INVESTMENTS

Investments of a Fund are confined to:

1.1 transferable securities and money market instruments, as prescribed in the Central Bank Notices, which are either admitted to official listing on a stock exchange in a Member State or non-Member State or which are dealt on a market which is regulated, operates regularly, is recognised and open to the public in a Member State or non-Member State;

1.2 recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described above) within a year;

1.3 money market instruments, as defined in the Central Bank Notices, other than those dealt on a regulated market;

1.4 units of UCITS;

1.5 units of non-UCITS as set out in the Central Bank's Guideline Note 2/03;

1.6 deposits with credit institutions as prescribed in the Central Bank Notices.

1.7 FDI as prescribed in the Central Bank Notices.

2 INVESTMENT RESTRICTIONS

2.1 A Fund may invest no more than 10% of its net assets in transferable securities and money market instruments other than those referred to in paragraph 1 above.

2.2 A Fund may invest no more than 10% of net assets in recently issued transferable securities which will be admitted to official listing on a stock exchange or other market (as described in paragraph 1.1) within a year. This restriction will not apply in relation to investment by a Fund in certain U.S. securities known as Rule 144A securities provided that

- such securities are issued with an undertaking to register with the U.S. Securities & Exchange Commission within one year of issue; and

- 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 the Fund.

2.3 A Fund may invest no more than 10% of its net assets in transferable securities or money market instruments issued by the same body provided that the total value of transferable securities and money market instruments held in the issuing bodies in each of which it invests more than 5% is no more than 40%.

2.4 The limit of 10% (in 2.3) is raised to 25% in the case of bonds that are issued by a credit institution which has its registered office in a Member State and is subject by law to special public supervision designed to protect bond-holders. If a Fund invests more than 5% of its net assets in these bonds issued by one issuer, the total value of these investments may not exceed 80% of the Net Asset Value of the Fund.

2.5 The limit of 10% in 2.3 is raised to 35% if the transferable securities or money market instruments are issued or guaranteed by a Member State or its local authorities or by a non-Member State or public international body of which one or more Member States are members.

2.6 The transferable securities and money market instruments referred to in paragraph 2.4 and 2.5 shall not be taken into account for the purpose of applying the limit of 40% referred to in paragraph 2.3.

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

Deposits by a Fund with any one credit institution, other than

- a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein);

- a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital

Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or

- a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand

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

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

2.8 The risk exposure of a Fund to a counterparty to an OTC FDI may not exceed 5% of net assets.

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

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

(i) investments in transferable securities or money market instruments;

(ii) deposits; and/or

(iii) risk exposures arising from OTC FDI.

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

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

2.12 A Fund may invest up to 100% of its net assets in different transferable securities and money market instruments issued or guaranteed by any Member State or any local authority of a Member State or by OECD Governments (provided the relevant issues are investment grade), 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 or 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 assets.

3 INVESTMENT IN COLLECTIVE INVESTMENT SCHEMES ("CIS")

3.1 A Fund may not invest more than 10% of net assets in total in other CIS. Such CIS must themselves be prohibited from investing more than 10% of net assets in total in other CIS.

3.2 Where a Fund invests in the units of other CIS that are managed directly or by delegation by a UCITS management company or by any other company with which that 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 Company's investment in the shares of the other CIS.

3.3 Where a commission (including a rebated commission) is received by the Investment Manager by virtue of an investment in the units of another CIS, this commission must be paid into the assets of the relevant Fund.

4 INDEX TRACKING UCITS

4.1 A Fund may invest up to 20% of its net assets in shares and/or debt securities issued by the same body where the investment policy of the relevant Fund is to replicate an Index which satisfies the criteria set out in the UCITS Regulations and is recognised by the Central Bank.

4.2 The limit in 4.1 may be raised to 35%, and applied to a single issuer, where this is justified by exceptional market conditions.

5 **GENERAL PROVISIONS**

5.1 A Fund, or management company acting in connection with all of the CIS which it manages, may not acquire any shares carrying voting rights which would enable it to exercise significant influence over the management of an issuing body.

5.2 A Fund may acquire no more than:

(i) 10% of the non-voting shares of any single issuer;

(ii) 10% of the debt securities of any single issuer;

(iii) 25% of the shares or units of any single CIS;

(iv) 10% of the money market instruments of any single issuing body.

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

5.3 5.1 and 5.2 shall not be applicable to:

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

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

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

(iv) shares held by a Fund in the capital of a company incorporated in a non-Member State which invests its assets mainly in the securities of issuing bodies with the registered offices in that non-Member State, where under the legislation of that non-Member State such a holding represents the only way in which the Fund can invest in the securities of issuing bodies of that non-Member State. This waiver is applicable only if in its investment policies the company from the non-

Member State complies with the limits laid down in 2.3 to 2.11, 3.1, 3.2, 5.1, 5.2, 5.4, 5.5 and 5.6 and provided that where these limits are exceeded, paragraphs 5.5 and 5.6 below;

(v) shares held by the Company 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 redemption of units at unit-holders' request exclusively on their behalf.

5.4 A Fund need not comply with the investment restrictions herein when exercising subscription rights attaching to transferable securities or money market instruments, which form part of their assets.

5.5 The Central Bank has allowed each Fund to derogate from the provisions of paragraphs 2.3 to 2.12, 3.1, 3.2, 4.1 and 4.2 for a period of up to six months from the date of authorisation of such Fund, provided that such Fund observes the principle of risk spreading.

5.6 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, that 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.

5.7 A Fund may not carry out uncovered sales of:

(i) transferable securities;

(ii) money market instruments*;

(iii) units of collective investment undertakings; or

(iv) FDI.

5.8 A Fund may hold ancillary liquid assets.

6 FINANCIAL DERIVATIVE INSTRUMENTS

6.1 A Fund's global exposure relating to FDI must not exceed its total Net Asset Value.

6.2 Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the UCITS 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 UCITS Regulations)

6.3 A Fund may invest in FDI dealt in over-the-counter (OTC) provided that the counterparties to over-the-counter transactions are institutions subject to prudential supervision and belonging to categories approved by the Central Bank.

6.4 Investment in FDI are subject to the conditions and limits laid down by the Central Bank.

7 OTHER RESTRICTIONS

7.1 The Company may acquire real and personal property that is required for the purpose of its business.

7.2 The Company shall not acquire either precious metals or certificates representing them.

7.3 The Company shall not make any loan of its assets provided that, for the purpose of this restriction, the holding of ancillary liquid assets such as deposits, and the acquisition of bonds, notes, commercial paper, certificates of deposit, bankers acceptances, and other debt securities or obligations permitted by the UCITS Directives, and the acquisition of transferable securities, money market instruments or other financial instruments that are not fully paid, shall not be deemed to constitute the making of a loan.

7.4 A Fund may borrow up to 10% of its Net Asset Value for temporary purposes.

RISK INFORMATION

This section provides information regarding some of the general risks applicable to an investment in the Funds. Additional risk information specific to individual Funds is specified in the Relevant Supplement. This section is not intended to be a complete explanation and other risks may be relevant from time to time. In particular, the Company's and each Fund's performance may be affected by changes in market, economic and political conditions, and in legal, regulatory and tax requirements.

Before making an investment decision with respect to an investment in any Fund, prospective investors should carefully consider all of the information set out in this Prospectus and the Relevant Supplement, as well as their own personal circumstances, and should consult their own stockbroker, bank manager, lawyer, accountant and/or financial adviser. An investment in Shares is only suitable for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom.

The price of Shares can go down as well as up and their value is not guaranteed. Shareholders may not receive, at redemption or liquidation, the amount that they originally invested in a Fund or any amount at all.

PRINCIPAL RISKS

Cash Position Risk
A Fund may hold a significant portion of its assets in cash or cash equivalents at the Investment Manager's discretion. If a Fund holds a significant cash position for an extended period of time, its investment returns may be adversely affected.

Concentration Risk
A Fund may invest a relatively large percentage of its assets in issuers located in a single country, a small number of countries, or a particular geographic region. In these cases, the Fund's performance will be closely tied to the market, currency, economic, political, or regulatory conditions and developments in that country or region or those countries, and could be more volatile than the performance of more geographically-diversified funds.

In addition, a Fund may concentrate its investments in companies in a particular industry, market or economic sector. When a Fund concentrates its investments in a particular industry, market or economic sector, financial, economic, business, and other developments affecting issuers in that industry, market or sector will have a greater effect on the Fund than if it had not concentrated its assets in that industry, market or sector.

Further, investors may buy or sell substantial amounts of a Fund's shares in response to factors affecting or expected to affect a particular country, industry, market or sector in which the Fund concentrates its investments, resulting in abnormal inflows or outflows of cash into or out of the Fund. These abnormal inflows or outflows may cause the Fund's cash position or cash requirements to exceed normal levels, and consequently, adversely affect the management of the Fund and the Fund's performance.

Conflicts Of Interest

The Investment Manager or its affiliates may provide services to the Company, such as securities lending agency services, custodial, administrative, bookkeeping, and accounting services, transfer agency and shareholder servicing, and other services. The Company may enter into repurchase agreements and FDI transactions with or through the Investment Manager or one of its affiliates. The Company may invest in other pooled investment vehicles sponsored, managed, or otherwise affiliated with the Investment Manager in which event the Company may not be charged subscription or redemption fees on account of such investment but will bear a share of the expenses of those other pooled investment vehicles; those investment vehicles may pay fees and other amounts to the Investment Manager or its affiliates, which might have the effect of increasing the expenses of the Company. It is possible that other clients of the Investment Manager will purchase or sell interests in such other pooled investments at prices and at times more favourable than those at which the Company does so. There is no assurance that the rates at which the Company pays fees or expenses to the Investment Manager or its affiliates, or the terms on which it enters into transactions with the Investment Manager or its affiliates or on which it invests in any such other investment vehicles will be the most favourable available in the market generally or as favourable as the rates the Investment Manager makes available to other clients. There will be no independent oversight of fees or expenses paid to, or services provided by, those entities. Because of its financial interest, the Investment Manager may have an incentive to enter into transactions or arrangements on behalf of the Company with itself or its affiliates in circumstances where it might not have done so in the absence of that interest. Transactions and services with or through the Investment Manager or its affiliates will, however, be effected in accordance with the applicable regulatory requirements.

The Investment Manager and its affiliates serve as an investment adviser to other clients and may make investment decisions for their own accounts and for the accounts of others, including other funds that may be different from those that will be made by the Investment Manager on behalf of the Company. In particular, the Investment Manager may provide asset allocation advice to some clients that may include a recommendation to invest or redeem from a Fund while not providing that same recommendation to all clients invested in the same or similar Funds.

Other conflicts may arise, for example, when clients of the Investment Manager invest in different parts of an issuer's capital structure, so that one or more clients own senior debt obligations of an issuer and other clients own junior debt of the same issuer, as well as circumstances in which clients invest in different tranches of the same structured financing vehicle. In such circumstances, decisions over whether to trigger an event of default or over the terms of any workout may result in conflicts of interest. When making investment decisions where a conflict of interest may arise, the Investment Manager will endeavour to act in a fair and equitable manner, in accordance with its conflicts of interest policy, as between the relevant Fund and other clients. Subject to the foregoing, (i) the Investment Manager and its affiliates may invest for their own accounts and for the accounts of clients in various securities that are senior, pari passu or junior to, or have interests different from or adverse to, the securities that are owned by the Company; and (ii) the Investment Manager may at certain times (subject to applicable law) be simultaneously seeking to purchase (or sell) investments for the Company and to sell (or purchase) the same investment for accounts, funds or structured products for which it serves as asset manager now or in the future, or for its clients or affiliates, and may enter into cross trades in such circumstances. In addition, the Investment Manager and its affiliates may buy securities from or sell securities to the Company, if permitted by applicable law. These other relationships may also result in securities laws restrictions on transactions in these instruments by the Company and otherwise create potential conflicts of interest for the Investment Manager.

The Investment Manager, in connection with its other business activities, may acquire material non-public confidential information that may restrict the Investment Manager from purchasing securities or selling securities for itself or its clients (including the Company) or otherwise using such information for the benefit of its clients or itself.

There is no prohibition on dealing in assets of the Company by the Custodian or Investment Manager, or by any entities related to such parties, provided that such transactions are carried out as if effected on normal commercial terms negotiated at arms' length and are in the best interests of Shareholders. Permitted transactions between the Company and such parties are subject to (i) a certified valuation by a person approved by the Custodian (or the Directors in the case of a transaction involving the Custodian) as independent and competent; or (ii) execution on best terms on organised investment exchanges under their rules; or (iii) where (i) and (ii) are not practical, execution on terms the Custodian (or the Directors in the case of a transaction involving the Custodian) is satisfied conform to the principles set out above.

There is no prohibition on the Custodian, the Administrator, the Investment Manager or any other party related to the Company acting as a "competent person" for the purposes of determining the probable realisation value of an asset of a Fund in accordance with the valuation provisions outlined in the

"*Determination of Net Asset Value*" section below. Investors should note however, that in circumstances where fees payable by the Company to such parties are calculated based on the Net Asset Value, a conflict of interest may arise as such fees will increase if the Net Asset Value increases. Any such party will endeavour to ensure that such conflicts are resolved fairly and in the best interests of the Shareholders.

In selecting brokers to make purchases and sales for the Company, the Company will require the Investment Manager to choose those brokers who provide best execution to the Company. In determining what constitutes best execution, the Investment Manager will be required to consider the over-all economic result of the Company, (price of commission plus other costs), the efficiency of the transaction, the broker's ability to effect the transaction if a large block is involved, availability of the broker for difficult transactions in the future, other services provided by the broker such as research and the provision of statistical and other information and the financial strength and stability of the broker. In managing the assets of the Company, the Investment Manager may receive certain research and statistical and other information and assistance from brokers. The Investment Manager may allocate brokerage business to brokers who have provided such research and assistance to the Company and/or other accounts for which the Investment Manager exercises investment discretion. The benefits provided under any soft commission arrangements must assist in the provision of investment services to the Company and any such soft commission arrangements must be disclosed in the periodic reports of the Company.

Costs Of Buying Or Selling Shares

Investors buying or selling Shares in the secondary market will pay brokerage commissions or other charges determined and imposed by the applicable broker. Brokerage commissions are often a fixed amount and may be a significant proportional cost for investors seeking to buy or sell relatively small amounts of Shares. In addition, secondary market investors will incur the cost of the difference between the price that an investor is willing to pay for Shares (the "**bid**" price) and the price at which an investor is willing to sell Shares (the "**ask**" price). This difference in bid and ask prices is often referred to as the "spread" or "bid/ask spread." The bid/ask spread varies over time for Shares based on trading volume and market liquidity, and is generally lower if a Fund's Shares have more trading volume and market liquidity and higher if Shares have little trading volume and market liquidity. Further, increased market volatility may cause increased bid/ask spreads. Due to the costs of buying or selling Shares, including bid/ask spreads, frequent trading of Shares may significantly reduce investment results and an investment in Shares may not be advisable for investors who wish to trade regularly in relatively small amounts.

Counterparty Risk

The Funds are subject to credit risk with respect to the counterparties with which the Company, on behalf of the Funds, enters into FDI and other transactions such as repurchase agreements and securities lending transactions. If a counterparty becomes insolvent or otherwise fails to perform its obligations, a Fund may experience significant delays in obtaining any recovery in an insolvency, bankruptcy, or other reorganisation proceeding and may obtain only a limited recovery or may obtain no recovery.

Currency Risk
A Fund may invest in securities that are denominated in currencies that differ from the Base Currency. Changes in the values of those currencies relative to the Base Currency may have a positive or negative effect on the values of the Fund's investments denominated in those currencies. A Fund may, but will not necessarily, invest in currency exchange contracts to help reduce exposure to different currencies, however there is no guarantee that these contracts will successfully do so. Also, these contracts may reduce or eliminate some or all of the benefit that a Fund may experience from favourable currency fluctuations.

A Class will not generally be leveraged as a result of the use of any of the efficient portfolio management techniques outlined above, the value of which may be up to but may not exceed 105% of the Net Asset Value attributable to the relevant Class. The Investment Manager will monitor hedging on at least a monthly basis and will reduce the level of hedging to ensure that it does not exceed the permitted level. This review will also incorporate a procedure to ensure that positions materially in excess of 100% of the Net Asset Value attributable to the relevant Class at any month-end will not be carried forward from month to month. While not the intention, over hedged or under hedged positions may arise due to factors outside the control of the Company. It may not be efficient to hedge the foreign currency exposure of the Shares exactly to the currency or currencies in which all the assets of the relevant Fund are denominated. Accordingly in devising and implementing its hedging strategy, the Investment Manager may hedge the foreign currency exposure of the Shares to the major currencies in which the assets of the relevant Fund are, or are expected to be, denominated.

Although hedging strategies may not necessarily be used in relation to each Class within the Company, the financial instruments used to implement such strategies shall be assets/liabilities of the Company as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant hedged Class. Any currency exposure of a hedged Class may not be combined with or offset with that of any other Class of the Company.

Investors should be aware that this strategy may substantially limit Shareholders of the relevant hedged Class from benefiting if the Class Currency falls against the Base Currency of the relevant Fund and/or the currency/currencies in which the assets of the relevant Fund are denominated. In such circumstances, Shareholders of the hedged Class may be exposed to fluctuations in the Net Asset Value per Shares reflecting the gains/loss on and the costs of the relevant financial instruments.

Unhedged Classes
A Fund may at any stage launch unhedged Classes comprising some or all of the Classes of that Fund. Investors should note that for unhedged classes, currency conversion in the case of subscriptions, redemptions, switching and distributions will take place at the prevailing exchange rate at that time. Fluctuations in that exchange rate may affect the performance of the Shares independent of the performance of the Fund's investments. The costs of currency exchange transactions in connection with the purchase, redemption and exchange of Shares will be borne by the relevant unhedged Class and will be reflected in the Net Asset Value of that Class. The value of the Share expressed in the Class Currency will be subject to exchange rate risk in relation to the Base Currency.

Custodial Risk
There are risks involved in dealing with the custodians or brokers who hold or settle a Fund's trades. It is possible that, in the event of the insolvency or bankruptcy of a custodian or broker, a Fund would be delayed or prevented from recovering its assets from the custodian or broker, or its estate, and may have only a general unsecured claim against the custodian or broker for those assets. The Custodian will hold assets in compliance with applicable laws and such specific provisions as agreed in the Custody Agreement. These requirements are designed to protect the assets against the insolvency in bankruptcy of the Custodian but there is no guarantee they will successfully do so. In addition, as the Company may invest in markets where custodial and/or settlement systems and regulations are not fully developed, including emerging markets, 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 sub-custodians is necessary, may be exposed to risk in circumstances where the Custodian will have no liability. Investors should also refer to "*International Investment Risk*".

Derivatives Risk
The Funds may use FDI for efficient portfolio management purposes. Each Fund's Relevant Supplement will indicate how or if the Fund intends to use FDI. A Fund's use of FDI involves risks different from, and possibly greater than, the risks associated with investing directly in securities. These risks include:

Potential changes in value in response to interest rate changes or other market developments or as a result of the counterparty's credit quality;

The potential for the FDI transaction not to have the effect the Investment Manager anticipated;

The failure of the counterparty to the FDI transaction to perform its obligations under the transaction or to settle a trade (Investors should also refer to "*Counterparty Risk*");

Possible mispricing or improper valuation of the FDI;

The potential for imperfect correlation in the value of FDI with the asset, rate, or index underlying the FDI;

The risks specific to the asset underlying the FDI;

Possible increase in the amount and timing of taxes payable by Shareholders;

Lack of liquidity for a FDI if a secondary trading market does not exist;

The potential for reduced returns to a Fund due to losses on the transaction and an increase in volatility; and

Legal risks arising from the form of contract used to document FDI trading.

When a Fund invests in certain FDI, it could lose more than the stated amount of the instrument. In addition, some FDI transactions can create investment leverage and may be highly volatile and speculative in nature.

Further, when a Fund invests in FDI, it may not be required to post collateral equal to the amount of the FDI. Consequently, the cash held by the Fund (generally equal to the unfunded amount of the FDI) will typically be invested in money market instruments and therefore, the performance of the Fund will be affected by the returns achieved from these investments. It is possible that returns on the investment of this cash may have a negative impact on the performance and/or returns of the Fund.

Fluctuation of Net Asset Value and Market Pricing
The Net Asset Value per Share will generally fluctuate with changes in the market value of a Fund's securities holdings. The market prices of Shares will generally fluctuate in accordance with changes in a Fund's Net Asset Value and supply and demand of Shares on the Listing Stock Exchange. It cannot be predicted whether Shares will trade below, at or above the Net Asset Value per Share. Price differences may be due, in large part, to the fact that supply and demand forces at work in the secondary trading market for Shares will be closely related to, but not identical to, the same forces influencing the prices of the securities of an Index trading individually or in the aggregate at any point in time. The market prices of Shares may deviate significantly from the Net Asset Value per Share during periods of market volatility. However, given that Shares can be created and redeemed in large volumes, large discounts or premiums to the Net Asset Value per Share should not be sustained. While the creation/redemption feature is designed to help make it likely that Shares normally will trade close to the Net Asset Value per Share, disruptions or suspensions to creations and redemptions may result in trading prices that differ significantly from the Net Asset Value per

Share. Losses may be incurred, or profits reduced, if Shares are purchased at a time when the market price is at a premium to the Net Asset Value per Share or sold at a time when the market price is at a discount to the Net Asset Value per Share.

Index Risk

The ability of a Fund to achieve significant correlation between the performance of the Fund and the Index it tracks may be affected by changes in securities markets, changes in the composition of the Index, cash flows into and out of the Fund and the fees and expenses of the Fund. The Fund will seek to track Index returns regardless of the current or projected performance of the Index or of securities comprising the Index. As a result, the Fund's performance may be less favourable than that of a portfolio managed using an active investment strategy. The structure and composition of the Index will affect the performance, volatility and risk of the Index (in absolute terms and by comparison with other indices), and consequently, the performance, volatility and risk of the Fund.

Index Tracking Risk

There is no guarantee that the investment objective of any Fund will be achieved. In particular, no financial instrument enables the returns of any Index to be reproduced or tracked exactly. Changes in the investments of any Fund and re-weightings of the relevant Index may give rise to various transaction costs (including in relation to the settlement of foreign currency transactions), operating expenses or inefficiencies which may adversely impact a Fund's tracking of the performance of an Index. Furthermore, the total return on investment in the Shares will be reduced by certain costs and expenses which are not taken into account in the calculation of the applicable Index. Moreover, in the event of the temporary suspension or interruption of trading in the investments comprising the Index, or of market disruptions, rebalancing a Fund's investment portfolio may not be possible and may result in deviations from the return of the Index.

International Investment Risk

Investments in securities of companies from multiple countries and/or securities of companies with significant exposure to multiple countries can involve additional risks. Political, social, and economic instability, the imposition of currency or capital controls, or the expropriation or nationalisation of assets in a particular country can cause dramatic declines in that country's economy. Less stringent regulatory, accounting, and disclosure requirements for issuers and markets are common in certain countries. Enforcing legal rights can be difficult, costly, and slow in some countries, and can be particularly difficult against governments. Additional risks of investing in various countries include trading, settlement, custodial, and other operational risks due to different systems, procedures and requirements in a particular country, and varying laws regarding withholding and other taxes. These factors can make investments in multiple countries, especially investments in emerging or less developed markets, more volatile and less liquid than investments in a single country and could potentially result in an adverse affect on a Fund's performance. In addition, investment in emerging markets subjects a Fund to a greater risk of loss than investments in a developed market. This is due to, among other things, greater market volatility, lower trading volume, political and economic instability, high levels of inflation, deflation or currency devaluation, greater risk of market shut down, and more governmental limitations on foreign investment policy than those typically found in a developed market. In addition, the financial stability of issuers (including governments) in emerging market countries may be more precarious than in other countries. As a result, there will tend to be an increased risk of price volatility in a Fund's investments in emerging market countries, which may be magnified by currency fluctuations relative to the Base Currency of the Fund. Settlement practices for transactions in foreign markets may differ from those in developed markets. Such differences include delays beyond periods customary in the developed markets and practices, such as delivery of securities prior to receipt of payment, which increase the likelihood of a "failed settlement." Failed settlements can result in losses to a Fund. For these and other reasons, investments in emerging markets are often considered speculative.

Investment Risk
A Shareholder may lose the entire principal amount invested in a Fund. The value of the securities held in a Fund may increase or decrease, at times rapidly and unexpectedly. An investment in a Fund may at any point in the future be worth less than the original amount invested.

Issuer Risk
The values of securities purchased by a Fund may decline for a number of reasons which directly relate to the issuers of those securities, such as, for example, management performance, financial leverage and reduced demand for the issuer's goods and services.

Leveraging Risk
Certain transactions, including, for example, when-issued, delayed-delivery and forward commitment purchases, loans of portfolio securities and the use of FDI, can result in leverage. Leverage generally has the effect of increasing the amounts of loss or gain a Fund might realise, and creates the likelihood of greater volatility of the value of a Fund's portfolio. In transactions involving leverage, a relatively small market movement or change in other underlying indicator can lead to significantly larger losses to the Fund.

Limited Investment Program Risk
An investment in any Fund, or even in a combination of Funds, is not intended to be a complete investment program but rather is intended for investment as part of a diversified investment portfolio. Investors should consult their own advisors as to the role of an investment in any of the Funds in their overall investment program.

Liquidity Risk
Certain investments and types of investments are subject to restrictions on resale, may trade in the over-the-counter market or in limited volume, or may not have an active trading market. Illiquid securities may trade at a discount from comparable, more liquid investments and may be subject to wide fluctuations in market value. It may be difficult for a Fund to value illiquid securities accurately. Also, a Fund may not be able to dispose of illiquid securities or execute or close out FDI transactions readily at a favourable time or price or at prices approximating those at which the Fund currently values them. Illiquid securities also may entail registration expenses and other transaction costs that are higher than those for liquid securities.

Management Risk
Each Fund is subject to management risk. The Investment Manager's judgments about the selection and application of indexing models and the most effective ways to minimise differences in performance between the Fund and the relevant Index may prove to be incorrect, and there can be no assurance that they will produce the desired results. Each Fund will be dependent to a substantial degree on the continued service of members of the Investment Manager. In the event of the death, disability or departure of any such individuals, the performance of the applicable Fund may be adversely impacted.

Market Risk
The investments of a Fund are subject to general economic conditions, normal market fluctuations and the risks inherent in investment in international securities markets and there can be no assurances that appreciation in value will occur. Investment markets can be volatile and securities prices can change substantially due to various factors including, but not limited to, economic growth or recession, changes in interest rates, market perception of the creditworthiness of the issuer and general market liquidity. Even if general economic conditions do not change, the value of an investment in a Fund could decline if the particular industries, sectors or companies in which the Fund invests do not perform well or are adversely affected by events. The magnitude of these price fluctuations will be greater when the maturity of the outstanding securities is longer. Since investment in securities may involve currencies other than the Base Currency of a Fund, the value of a Fund’s assets may also be affected by changes in currency rates and exchange control regulations, including currency blockage. Further, legal, political, regulatory and tax changes also may cause fluctuations in markets and securities prices.

No Prior Operating History
Each Fund is a newly formed entity with limited operating history and there can be no assurance that it will be successful. Prior performance is no guarantee of future results. Further, the performance of other investment funds managed by the Investment Manager should not be taken as any indicator of the likely performance of a Fund.

Portfolio Turnover Risk
Portfolio turnover generally involves a number of direct and indirect costs and expenses to the relevant Fund, including, for example, brokerage commissions, dealer mark-ups and bid/offer spreads, and transaction costs on the sale of securities and reinvestment in other securities. Nonetheless, a Fund may engage in frequent trading of investments in furtherance of its investment objective. The costs related to increased portfolio turnover have the effect of reducing a Fund's investment return, and the sale of securities by a Fund may result in the realisation of taxable capital gains, including short-term capital gains.

Risk Of Investment In Other Pools
If a Fund invests in another pooled investment vehicle, it is exposed to the risk that the other pool will not perform as expected. The Fund is exposed indirectly to all of the risks applicable to an investment in the other pool. The investment policies and limitations of the other pool may not be the same as those of the Fund; as a result, the Fund may be subject to additional or different risks, or may achieve a reduced investment return, as a result of its investment in another pool. Investors should also refer to "*Conflicts of Interest*" above.

Securities Lending Risk
The Investment Manager intends to engage in securities lending on behalf of the Funds and this carries with it a risk that the borrower may become insolvent or otherwise become unable to meet, or refuse to honour, its obligations to return equivalent securities to the loaned securities. In this event, the Fund could experience delays in recovering the securities and may incur a capital loss. In particular, if a counterparty defaults and fails to return equivalent securities to those loaned the Fund may suffer a loss equal to the shortfall between the value of the realised collateral and the market value of the replacement securities. If cash is received as collateral in connection with securities lending, the cash may be reinvested. Any such reinvestment is not guaranteed by the Investment Manager and any losses incurred on such investments will be borne by the relevant Fund.

Efficient Portfolio Management Risk

The Company on behalf of a Fund may employ techniques and instruments relating to transferable securities, money market instruments and/or other financial instruments in which it invests for efficient portfolio management purposes. Many of the risks attendant in utilising FDIs, as disclosed in the section entitled "**Derivatives Risk**" above, will be equally relevant when employing such efficient portfolio management techniques. In addition, particular attention is drawn to the sub-sections entitled *"Counterparty Risk"*. Investors should also be aware that from time to time, a Fund may engage with repurchase/reverse repurchase agreements counterparties and/or securities lending agents that are related parties to the Custodian or other service providers of the Company. Such engagement may on occasion cause a conflict of interest with the role of the Custodian or other service provider in respect of the Company. Please refer to the "Conflicts of Interest" above for further details on the conditions applicable to any such related party transactions. The identity of any such related parties will be specifically identified in the Company's semi-annual and annual reports.

State Street Bank GmBH, London Branch, which belongs to the same group as the Custodian bank, acts as securities lending agent for securities lending transactions entered into on behalf of the Funds. It may engage in activities that might result in conflicts of interests. In such circumstances, State Street Bank GmBH has undertaken to use its reasonable endeavours to resolve any such conflicts of interest fairly and to ensure that the interests of the Company and the shareholders are not unfairly prejudiced.

Reinvestment of Cash Collateral Risk

As a Fund may reinvest cash collateral received, subject to the conditions and within the limits laid down by the Central Bank, a Fund reinvesting cash collateral will be exposed to the risk associated with such investments, such as failure or default of the issuer of the relevant security.

Tax Risk

The tax information provided in the "*Tax Information*" section is based on the best knowledge of the Directors of tax law and practice as at the date of this Prospectus and is subject to change from time to time. Any change in the taxation legislation in Ireland or in any jurisdiction where a Fund is registered, listed, marketed or invested could affect the tax status of the Company and any Fund, affect the value of the relevant Fund's investments in the affected jurisdiction, affect the relevant Fund's ability to achieve its investment objective, and/or alter the after-tax returns to Shareholders. Where a Fund invests in FDI, these considerations may also extend to the jurisdiction of the governing law of the FDI and/or the relevant counterparty and/or to the markets to which the FDI provides exposure. The availability and value of any tax reliefs available to Shareholders depend on the individual circumstances of each Shareholder. The information in the "*Tax Information*" section is not exhaustive and does not constitute legal or tax advice. Prospective Shareholders should consult their tax advisors with respect to their particular tax situations and the tax effects of an investment in the Funds. Where a Fund invests in a jurisdiction where the tax regime is not fully developed or is not sufficiently certain, the Company, the relevant Fund, the Investment Manager, the Custodian and the Administrator shall not be liable to account to any Shareholder for any payment made or suffered by the Company or the relevant Fund in good faith to a fiscal authority for taxes or other charges of the Company or the relevant Fund notwithstanding that it is later found that such payments need not or ought not have been made or suffered.

Trading Issues Risk
Although Shares will be listed for trading on the relevant Listing Stock Exchange(s), there can be no assurance that an active trading market for such Shares will develop or be maintained. Trading in Shares on a Listing Stock Exchange may be halted due to market conditions or for reasons that, in the view of the relevant Listing Stock Exchange, make trading in Shares inadvisable. In addition, trading in Shares on a Listing Stock Exchange is subject to trading halts caused by extraordinary market volatility pursuant to stock exchange "circuit breaker" rules. There can be no assurance that the requirements of a Listing Stock Exchange necessary to maintain the listing of a Fund will continue to be met or will remain unchanged or that the Shares will trade with any volume, or at all, on any stock exchange. Furthermore, any securities that are listed and traded on stock exchanges can also be bought or sold by members of those exchanges to and from each other and other third parties on terms and prices that are agreed on an "over-the-counter" basis and may also be bought or sold on other multi-lateral trading facilities or platforms. The Company has no control over the terms on which any such trades may take place.

Valuation Risk
A Fund’s investments will typically be valued at the relevant market value, in accordance with the Articles and applicable law. In certain circumstances, a portion of a Fund’s assets may be valued by the Company at fair value using prices provided by a pricing service or, alternatively, a broker-dealer or other market intermediary (sometimes just one broker-dealer or other market intermediary) when other reliable pricing sources may not be available. If no relevant information is available from those sources or the Company considers available information unreliable, the Company may value a Fund's assets based on such other information as the Company may in its discretion consider appropriate. There can be no assurance that such prices will accurately reflect the price a Fund would receive upon sale of a security, and to the extent a Fund sells a security at a price lower than the price it has been using to value the security, its Net Asset Value will be adversely affected. When a Fund invests in other funds or investment pools, it will generally value its investments in those funds or pools based on the valuations determined by the funds or pools, which may not be the same as if the net assets of the funds or pools had been valued using the procedures employed by the Fund to value its own assets.

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

Shareholders rateably at the time of repayment.

RISKS ASSOCIATED WITH INVESTMENT IN EQUITIES

Equity Risk

The market prices of equity securities owned by a Fund may go up or down, sometimes rapidly or unpredictably. The value of a security may decline for a number of reasons that may directly relate to the issuer (Investors should also refer to "*Issuer Risk*"). The values of equity securities also may decline due to general market conditions that are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, or adverse investor sentiment generally. A Fund may continue to accept new subscriptions and to make additional investments in equity securities even under general market conditions that the Investment Manager views as unfavourable for equity securities.

Investment Style Risk

Equity securities generally fall into four broad categories – large-cap, mid-cap, small-cap and micro-cap. If a Fund invests primarily in one category, there is a risk that due to current market conditions, the Fund may perform less well than a Fund that is invested in another category or across several categories. General risks associated with these categories are set forth below:

Large-Cap Risk - Returns on investments in stocks of large companies could trail the returns on investments in stocks of smaller and mid-sized companies.

Mid-Cap Risk - Mid-sized companies may be more volatile and more likely than large-capitalisation companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of mid-size companies could trail the returns on investments in stocks of larger or smaller companies.

Small-Cap Risk - Small-sized companies may be more volatile and more likely than large- and mid-capitalisation companies to have relatively limited product lines, markets or financial resources, or depend on a few key employees. Returns on investments in stocks of small companies could trail the returns on investments in stocks of larger companies. Investors should also refer to "*Small Companies Risk*".

Micro-Cap Risk – Micro-cap companies may be newly formed or in the early stages of development with limited product lines, markets or financial resources. Therefore, micro-cap companies may be less financially secure than large-, mid- and small-capitalisation companies and may be more vulnerable to key personnel losses due to reliance on a smaller number of management personnel. In addition, there may be less public information available about these companies. Micro-cap stock prices may be more volatile than large-, mid- and small-capitalisation companies and such stocks may be more thinly traded and thus difficult for a Fund to buy and sell in the market. Investors should also refer to "*Small Companies Risk*".

Small Companies Risk
Small companies may offer greater opportunities for capital appreciation than larger companies, but they tend to be more vulnerable to adverse developments than larger companies, and investments in these companies may involve certain special risks. Small companies may have limited product lines, markets, or financial resources and may be dependent on a limited management group. In addition, these companies may have been recently organised and have little or no track record of success. Also, the Investment Manager may not have had an opportunity to evaluate such newer companies' performance in adverse or fluctuating market conditions. The securities of small companies may trade less frequently and in smaller volume than more widely held securities. The prices of these securities may fluctuate more sharply than those of other securities and a Fund may experience some difficulty in establishing or closing out positions in these securities at prevailing market prices. There may be less publicly available information about the issuers of these securities or less market interest in such securities than in the case of larger companies, both of which can cause significant price volatility. Some securities of smaller issuers may be illiquid or may be restricted as to resale.

RISKS ASSOCIATED WITH INVESTMENT IN DEBT SECURITIES

Debt Securities Risk
Fixed-income securities and other income-producing securities are obligations of their issuers to make payments of principal and/or interest on future dates. As interest rates rise, the values of debt securities or other income-producing investments are likely to fall. This risk is generally greater for obligations with longer maturities. Debt securities and other income-producing securities also carry the risk that the issuer or the guarantor of a security will be unable or unwilling to make timely principal and/or interest payments or otherwise to honour its obligations. This risk is particularly pronounced for lower-quality, high-yielding debt securities.

Additional general risks that may be part of debt securities include the following:

Credit Risk - The ability, or perceived ability, of the issuer of a debt security to make timely payments of interest and principal on the security will affect the value of the security. It is possible that the ability of an issuer to meet its obligations will decline substantially during the period when a Fund owns securities of that issuer or that the issuer will default on its obligations. Investors should also refer to "*Issuer Risk*". An actual or perceived deterioration of the ability of an issuer to meet its obligations will likely have an adverse effect on the value of the issuer's securities. With certain exceptions, credit risk is generally greater for investments issued at less than their face values and that require the payment of interest only at maturity rather than at intervals during the life of the investment. Credit rating agencies base their ratings largely on the issuer's historical financial condition and the rating agencies' investment analysis at the time of rating. The rating assigned to any particular investment does not necessarily reflect the issuer's current financial condition and does not reflect an assessment of an investment's volatility or liquidity. Although investment-grade securities generally have lower credit risk than securities rated below investment grade, they may share some of the risks of lower-rated investments, including the possibility that the issuers may be unable to make timely payments of interest and principal and thus default. Consequently, there can be no assurance that investment grade securities will not be subject to credit difficulties leading to the loss of some or all of the sums invested in such securities. If a security held by a Fund loses its rating or its rating is downgraded, the Fund may nonetheless continue to hold the security in the discretion of the Investment Manager.

Extension Risk - During periods of rising interest rates, the average life of certain types of securities may be extended because of slower-than-expected principal payments. This may lock in a below-market interest rate, increase the security's duration, and reduce the value of the security. Extension risk may be heightened during periods of adverse economic conditions generally, as payment rates decline due to higher unemployment levels and other factors.

Income Risk - To the extent a Fund's income is based on short-term interest rates, which may fluctuate over short periods of time, income received by the Fund may decrease as a result of a decline in interest rates.

Interest Rate Risk - The values of bonds and other debt instruments usually rise and fall in response to changes in interest rates. Declining interest rates generally increase the values of existing debt instruments, and rising interest rates generally reduce the values of existing debt instruments. Interest rate risk is generally greater for investments with longer durations or maturities and may also be greater for certain types of debt securities such as zero coupon and deferred interest bonds. Interest rate risk also is relevant in situations where an issuer calls or redeems an investment before its maturity date. Investors should also refer to "*Prepayment Risk*". Adjustable rate instruments also generally react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors).

Lower-Rated Securities Risk - Securities rated below investment grade (i.e. high-yield bonds or junk bonds) typically lack outstanding investment characteristics and have speculative characteristics and are subject to greater credit and market risks than higher-rated securities. The lower ratings of junk bonds reflect a greater possibility that adverse changes in the financial condition of the issuer or in general economic conditions, or an unanticipated rise in interest rates, may impair the ability of the issuer to make payments of interest and principal. If this were to occur, the values of such securities held by a Fund may become more volatile and the Fund could lose some or all of its investment.

Prepayment Risk - A debt security held by a Fund could be repaid or "called" before the money is due, and the Fund may be required to reinvest the proceeds of the prepayment at lower interest rates and therefore might not benefit from any increase in value as a result of declining interest rates. Intermediate-term and long-term bonds commonly provide protection against this possibility, but mortgage-backed securities do not. Mortgage-backed securities are more sensitive to the risks of prepayment because they can be prepaid whenever their underlying collateral is prepaid.

Mortgage And Asset-Backed Securities Risk

Mortgage-backed and asset-backed investments tend to increase in value less than other debt securities when interest rates decline, but are subject to similar risk of decline in market value during periods of rising interest rates. In a period of declining interest rates, a Fund may be required to reinvest more frequent prepayments on mortgage-backed and asset-backed investments in lower-yielding investments. Asset-backed securities in which the Fund invests may have underlying assets that include motor vehicle instalment sales or instalment loan contracts, leases of various types of real and personal property, and receivables from credit card agreements. Like mortgages underlying mortgage-backed securities, underlying automobile sales contracts or credit card receivables are subject to prepayment, which may reduce the overall return to asset-backed security holders. Holders may also experience delays in payment on the securities if the full amounts due on underlying sales contracts or receivables are not realised because of unanticipated legal or administrative costs of enforcing the contracts or because of depreciation or damage to the collateral (usually automobiles) securing certain contracts, or other factors. The values of mortgage-backed securities or asset-backed securities may be substantially dependent on the servicing of the underlying asset pools, and are therefore subject to risks associated with the negligence or malfeasance by their servicers and to the credit risk of their servicers. In certain circumstances, the mishandling of related documentation may also affect the rights of security holders in and to the underlying collateral. The insolvency of entities that generate receivables or that utilise the assets may result in added costs and delays in addition to losses associated with a decline in the value of underlying assets. It is possible that many or all mortgage-backed securities and asset-backed securities will fall out of favour at any time or over time with investors, affecting adversely the values and liquidity of the securities.

Sovereign Risk
A Fund may invest in debt securities issued by governments or by agencies, instrumentalities and sponsored enterprises of governments. The value of these securities may be affected by the creditworthiness of the relevant government, including any default or potential default by the relevant government. In addition, issuer payment obligations relating to securities issued by government agencies, instrumentalities and sponsored enterprises of governments may have limited or no support of the relevant government.

Variable And Floating Rate Securities
In addition to traditional fixed-rate securities, a Fund may invest in debt securities with variable or floating interest rates or dividend payments. Variable or floating rate securities bear rates of interest that are adjusted periodically according to formulae intended to reflect market rates of interest. These securities allow the Fund to participate in increases in interest rates through upward adjustments of the coupon rates on such securities. However, during periods of increasing interest rates, changes in the coupon rates may lag the change in market rates or may have limits on the maximum increase in coupon rates. Alternatively, during periods of declining interest rates, the coupon rates on such securities readjust downward and this may result in a lower yield.

The foregoing list of risk factors does not purport to be a complete enumeration or explanation of the risks involved in purchasing Shares. Prospective investors should read this entire Prospectus and the Relevant Supplements and consult with their own advisers before deciding whether to purchase Shares.

PURCHASE AND SALE INFORMATION

PRIMARY MARKET

Subscription for Shares

The provisions set out below apply only to subscriptions directly to the Company and not to purchases of Shares on secondary markets. The Directors may issue Shares of any Class in the Company. Subscriptions for Shares may be made in cash, in kind or in a combination of both. The Company will only accept subscriptions from Authorised Participants. An investor who is not an Authorised Participant may purchase Shares on the secondary market in accordance with the procedures described below at the section entitled "*Secondary Market".*

Except as disclosed in this Prospectus, the Funds do not impose any restrictions on the frequency of subscriptions and redemptions; however, the Directors may in their absolute discretion refuse to accept any subscription for Shares, in whole or in part.

Initial Subscriptions

Shares will be issued initially at the price specified in the Relevant Supplement, plus any subscription charge and all Duties and Charges (if applicable and subject to any applicable regulations), and, thereafter, at the Net Asset Value per Share as specified in the Relevant Supplement plus any subscription charge and all Duties and Charges (if applicable and subject to any applicable regulations). A subscription charge, which can be up to 6% of the amount subscribed for, may be charged to the applicant by the Company on the issue of Shares and will be set out in the Relevant Supplement. Subscriptions for Shares will be considered upon receipt by the Administrator of completed share applications which satisfy the application requirements including, but not limited to, anti-money laundering documentation and must be settled with, cleared funds and/or any other appropriate consideration as specified in the Relevant Supplement. In exceptional circumstances, the Directors may decide to accept subscription requests after the relevant Dealing Deadline provided that they are received before the relevant Valuation Point. Initial subscriptions for Shares may be made either by post, by fax or electronically in accordance with the requirements of the Central Bank.

Subsequent Subscriptions

Authorised Participants may submit subsequent applications for Shares to the Administrator either by fax or electronically in such format or method as shall be agreed in advance in writing with the Administrator in accordance with the requirements of the Central Bank. Subsequent subscriptions will be accepted at a price corresponding to the Net Asset Value per Share as determined as at the Valuation Point for the relevant Dealing Day, plus the subscription charge and all Duties and Charges (if applicable and subject to any applicable regulations).

Minimum Subscription Amounts
Shareholders who subscribe for Shares, in any of the ways described below, must subscribe an amount that is at least equal to the Minimum Subscription Amount. The Minimum Subscription Amount may differ for initial subscriptions and subsequent subscriptions and may be waived by the Directors in their absolute discretion. The Minimum Subscription Amount for any Fund will be specified in the Relevant Supplement.

Application Forms
Signed, original subscription application forms and supporting anti-money laundering documentation should be sent by post to the Administrator in accordance with the details set out in the subscription application form. Completed application forms may also be accepted by fax or electronically, provided that the original application form and the supporting documentation required for anti-money laundering purposes is received by post promptly thereafter. Amendments to a Shareholder's registration details and payment instructions will only be effected upon receipt of original documentation.

Cash Subscriptions
Authorised Participants may subscribe for Shares for cash (unless specified otherwise in the Relevant Supplement) on each Dealing Day by making an application before the Dealing Deadline. Any properly made application received by the Administrator after the time specified in the Relevant Supplement will not be deemed to have been accepted until the following Dealing Day, provided always that the Directors may in exceptional circumstances decide to accept subscriptions after the relevant Dealing Deadline, provided that they are received before the relevant Valuation Point.

Subscription monies in the currency in which the relevant Shares are denominated should be sent by wire transfer to the relevant account specified in the subscription application form no later than the time specified in the Relevant Supplement. If cleared funds representing the subscription monies (including any subscription charge and all Duties and Charges) are not received by the Company by the time and date specified in the Relevant Supplement, the Directors reserve the right to cancel any provisional allotment of Shares.

In-Kind Subscriptions
Each Fund may allow Authorised Participants to subscribe for Shares in-kind on each Dealing Day, unless specified otherwise in the Relevant Supplement. In this context, "in-kind" means that, rather than receiving cash in respect of a subscription, the Company will receive securities (or predominantly securities) and a cash component. Applications for Shares received by the Administrator before the Dealing Deadline are accepted on that Dealing Day and processed in accordance with the Relevant Supplement, provided always that in exceptional circumstances the Directors may decide to accept subscriptions after the relevant Dealing Deadline, provided that they are received before the relevant Valuation

Point. At the discretion of the Directors, in-kind subscriptions may be made by the Authorised Participants in two ways, as follows. Firstly, settlement may take the form of a basket of securities and a cash component that is designed by the Investment Manager to be closely aligned with the composition of the relevant Fund (so that the Investment Manager will not be required, following completion of the subscription, to take any further material steps in the form of additional purchases or sales of securities or adjustment(s) of any other positions maintained in respect of the relevant Fund to re-balance the composition of the Fund) (a "**Fixed Portfolio Basket**"). The composition of the Fixed Portfolio Basket to be delivered by an investor and an estimated amount of the balance in cash are published every Dealing Day on the Website. Secondly, at the discretion of the Directors, settlement may be in the form of a basket of securities selected by the Authorised Participant from a list identified by the Investment Manager as appropriate for the Fund in the implementation of its investment policy (but which, in order to enable the Fund to fully achieve its investment objective, may require the Investment Manager to take further steps in the form of additional purchases or sales of securities or adjustment(s) of any other positions maintained in respect of the relevant Fund to re-balance the composition of the Fund) and a cash component (a "**Negotiated Portfolio Basket**"). The list of acceptable securities that may be delivered by an applicant as part of a Negotiated Portfolio Basket will be notified to any investor wishing to subscribe in this way on the relevant Dealing Day. The exact value of the cash balance in the case of each of a Fixed Portfolio Basket and a Negotiated Portfolio Basket is determined after calculation of the Net Asset Value of the relevant Fund for the relevant Dealing Day, established on the basis of the prices used in calculating the Net Asset Value per Share and equals the difference between the value of the Shares to be issued and the value of the Fixed Portfolio Basket or Negotiated Portfolio Basket, as the case may be, using the same valuation methodology as that used to determine the Net Asset Value per Share. Settlement/delivery of subscriptions is made no later than three (3) Business Days after the relevant Dealing Day or such lesser period as may be set out in the Relevant Supplement. If the Fixed Portfolio Basket or the Negotiated Portfolio Basket, as the case may be, is not delivered to the Company, in exactly the form agreed with the Company, together with the relevant cash component, by the time and date specified in the Relevant Supplement, the Directors reserve the right to cancel any provisional allotment of Shares. For all in-kind subscriptions, (i) the nature of the assets to be transferred to the relevant Fund must be such that they would qualify as investments of the relevant Fund in accordance with its investment objectives, policies and restrictions; (ii) the assets must be vested with the Custodian or arrangements be made to vest the assets with the Custodian; (iii) the number of Shares to be issued must not exceed the amount that would be issued for the cash equivalent; and (iv) the Custodian is satisfied that there is unlikely to be any material prejudice to the existing Shareholders.

Duties and Charges for Cash and in kind Subscriptions
The Directors may, in their absolute discretion, include an appropriate provision

for Duties and Charges in respect of each subscription.

Registration of Shares

All Shares issued will be in registered form. Written confirmation of ownership will be sent to investors that have subscribed for Shares. Shares may only be issued as fully paid and in whole units. Generally, Shares will be issued in dematerialised, non-certificated form in one or more recognised clearing and settlement systems, subject to the issue of a global certificate where required by a clearing system in which Shares are held. No individual certificates for Shares will be issued by the Company.

Redemption of Shares

The provisions set out below apply only to redemptions of Shares by the Company and not to sales of Shares on secondary markets. To the extent required by applicable law of a country where the Shares are registered for public sale, cash redemptions may be accepted from Shareholders not qualifying as Authorised Participants, subject to the procedures and charges described below.

It is also possible for investors to sell their Shares on the secondary market, as set out below at the section entitled "*Secondary Market*". Shareholders may request the Company to redeem their Shares on any Dealing Day in accordance with the following redemption procedures and as specified in the Relevant Supplement. The redemption proceeds will correspond to the Net Asset Value per Share as determined as at the Valuation Point for the relevant Dealing Day, less any redemption charge and all Duties and Charges (if applicable and subject to any applicable regulations). A redemption charge, which can be to 3% of the amount redeemed, may be charged to the Shareholder by the Company and will be set out in the Relevant Supplement. In exceptional circumstances, the Directors may decide to accept redemption requests after the relevant Dealing Deadline provided that they are received before the relevant Valuation Point. A properly completed signed redemption instruction must be received by the Administrator by fax or (if agreed in advance with the Administrator and promoter) electronic instruction before the Dealing Deadline provided that, in the case of faxed redemption requests or electronic instruction, payment of redemption proceeds will be made only to the account of record. The Directors may, in their absolute discretion, reject a request to redeem Shares, in whole or in part where the Directors have reason to believe that the request is being made fraudulently.

Minimum Redemption Amount.

Shareholders who wish to redeem Shares may only redeem Shares with a value that is at least equal to the Minimum Redemption Amount. The Minimum Redemption Amount may be waived by the Directors in their absolute discretion. The Minimum Redemption Amount for any Fund will be specified in the Relevant Supplement.

Redemptions for Cash

Authorised Participants may request the redemption, in cash, of Shares on any Dealing Day at the Net Asset Value per Share as of the relevant Dealing Day. An investor in Shares who is not an Authorised Participant may request the financial intermediary who is holding its Shares to apply to the Company to directly redeem with the Company its Shares only for cash. In addition, to the extent required by applicable law of a country where the Shares are registered for public sale, cash redemptions may be accepted from Shareholders not qualifying as Authorised Participants, subject to the procedures and charges described below

The Administrator or the Directors may refuse to process a redemption request until proper information has been provided. Any amendments to a Shareholder's registration detail or payment instructions will only be effected upon receipt of original documentation by the Administrator. All redemptions for cash will be subject to an appropriate provision for Duties and Charges and a redemption charge, which can be up to 3% of the Net Asset Value per Share of a Fund. Payment for Shares redeemed will be effected no later than three (3) Business Days after the relevant Dealing Deadline or such lesser period as may be set out in the Relevant Supplement. Redemption proceeds in the Class Currency will be paid by wire transfer to the appropriate bank account as notified by the redeeming Shareholder. The cost of any transfer of proceeds by wire transfer will be deducted from such proceeds. Payment will be made only to an account in the name of the registered Shareholder. The Shares shall be redeemed at the Net Asset Value per Share on the Dealing Day on which redemption is effected.

Redemption of Shares In-Kind

Each Fund may allow Authorised Participants which have been appointed to offer prices for the Shares on any Listing Stock Exchange to redeem Shares in-kind on each Dealing Day, unless otherwise specified in the Relevant Supplement. In this context, "in-kind" means that, with the consent of the Authorised Participant, rather than delivering cash proceeds in respect of a redemption, the Company will deliver securities or a combination of cash and securities, provided that the asset allocation is subject to the approval of the Custodian. Redemption requests must be received by the Administrator before the Dealing Deadline. The composition of the basket of securities to be delivered by the Company and an estimated amount of the balance in cash are published every Dealing Day on the Website. The exact value of the cash balance is determined after calculation of the Net Asset Value on the relevant Dealing Day, established on the basis of the prices used in calculating the Net Asset Value per Share, and equals the difference between the value of the Shares to be redeemed and the value of the basket of securities at the prices used in calculating the Net Asset Value per Share on the same date. All redemptions in-kind will be subject to an appropriate provision for Duties and Charges. A determination to provide redemption in-kind shall be at the sole discretion of the Company where the redeeming Shareholder requests redemption of Shares in a Fund representing 5% or more of the Net Asset Value. Further, a determination to provide redemption in-kind shall be at the sole discretion of the Company where the Shares being redeemed were originally subscribed for in specie. The assets to be transferred shall be selected at the discretion of the Directors, subject to the approval of the Custodian and taken at their value used in determining the redemption price of the Shares being so repurchased. In this event the Company will, if requested, sell the assets on behalf of the Shareholder at the Shareholder's expense and give the Shareholder cash. Such distributions will not materially prejudice the interests of remaining Shareholders. The cost of any such disposal shall be borne by the redeeming Shareholder.

Redemption Proceeds

Redemptions proceeds (in-kind and/or in cash) will only be released where the Administrator has received the original subscription application form in respect of the Shares being redeemed (including all requested supporting anti-money laundering documentation and the anti-money laundering procedures have been completed). Where Shares are issued in dematerialised form in one or more recognised clearing and settlement systems, redemption of these Shares can only be completed by the delivery of those Shares back through that recognised clearing and settlement system. Redemption instructions received after the Dealing Deadline will be held over and dealt with on the following Dealing Day, unless the Directors in exceptional circumstances determine otherwise and the instruction is received prior to the Valuation Point. Redemption instructions should be sent by facsimile (or by electronic means if agreed with the Administrator) to the Administrator. Shareholders will not be entitled to withdraw redemption requests unless otherwise agreed by the Directors in consultation with the Administrator.

Redemption Limits

If redemption requests received in respect of Shares of a particular Fund on any Dealing Day total, in aggregate, more than 10% of all of the issued Shares of that Fund on that Dealing Day, the Directors shall be entitled, at their absolute discretion, to refuse to redeem such number of Shares of that Fund on that Dealing Day, in excess of 10% of the issued Shares of the Fund, in respect of which redemption requests have been received, as the Directors shall determine. If the Company refuses to redeem Shares for this reason, the requests for redemption on such date shall be reduced rateably and the Shares to which each request relates which are not redeemed shall be redeemed on each subsequent Dealing Day, provided that the Company shall not be obliged to redeem more than 10% of the number of Shares of a particular Fund outstanding on any Dealing Day, until all the Shares to which the original request related have been redeemed.

It is envisaged by the Directors that investors will buy and sell their Shares through the secondary market (as set out below at the section entitled "Secondary Market"), given the nature of the Funds of the Company and

the terms and conditions relating to the subscription and redemption of Shares other than on the secondary market.

CONVERSIONS

A transfer of Shares, which may only occur between Classes of a Fund at the instance of an Authorised Participant, is executed by a redemption of the Shares of the original Class and a subscription for Shares in the new Class. On this basis and unless otherwise stated in the Relevant Supplement, Shareholders will be entitled on any Dealing Day to convert any or all of their Shares in a Class into Shares of any other Class in the Fund, provided that they meet all of the normal criteria for subscriptions into that Class, except where dealings in the relevant Shares have been temporarily suspended in the circumstances described in this Prospectus. Shareholders should consider the terms of the Relevant Supplement for further details.

The number of Shares into which the Shareholder would like to convert his/her Shares is calculated according to the following formula:

$$\alpha = \frac{\beta * \chi * \delta}{\varepsilon}$$

where:
α = number of Shares of the new Class into which conversion is required
β = number of Shares of the original Class from which conversion is required
χ = Net Asset Value of the Shares presented for conversion
δ = foreign exchange rate between the Classes concerned. If both Classes are valued in the same currency of
account, this coefficient equals 1
ε = Net Asset Value of the shares in Class into which the conversion is to be performed plus any taxes, commissions or other fees.

For the conversion, a conversion commission of 3% maximum (calculated on the Net Asset Value of the Class into which the conversion is performed) may be charged in favour of the Distributor. Any fees, taxes and stamp duties incurred in the individual countries for a conversion are charged to the Shareholders.

RESTRICTIONS ON TRANSFER OF SHARES

Shares may not be transferred to a U.S. Person (except pursuant to any exemption available under the securities laws of the United States and with the approval of the Directors). Registration of any transfer may be refused by the

Directors if (i) following the transfer either the transferor or the transferee would hold Shares having a value less than the minimum holding for the relevant Fund (if any) specified in the Relevant Supplement (ii) the payment of taxation remains outstanding (iii) the person to whom the transfer is to be made does not clear such money laundering checks as the Directors determine and (iv) the transfer is to be a Prohibited Person. Persons dealing through a clearing system may be required to provide a representation that any transferee is not a Prohibited Person.

COMPULSORY REDEMPTIONS OF SHARES

A Fund is established for an unlimited period and may have unlimited assets. However, a Fund may (but is not obliged to) redeem all of the Shares of any series or Class in issue if:

the Shareholders of the relevant Fund pass a special resolution providing for such redemption at a general meeting of the holders of the Shares of that Class;

the redemption of the Shares in that Class is approved by a resolution in writing signed by all of the holders of the Shares in that Class;

the Directors deem it appropriate because of adverse political, economic, fiscal or regulatory changes affecting the relevant Fund in any way;

the Net Asset Value of the relevant Fund falls below US$100,000,000 or the prevailing currency equivalent in the currency in which Shares are denominated;

the Shares, if listed, cease to be listed on a Listing Stock Exchange;

the Shares are or become owned directly or indirectly by a Prohibited Person; or

the Directors deem it appropriate for any other reason.

If the Custodian has given notice of its intention to retire and no new custodian acceptable to the Company and the Central Bank has been appointed within ninety (90) days of such notice, the Company shall apply to the Central Bank for revocation of its authorisation and shall redeem all of the Shares of any series or class in issue.

In every case in which Shares are redeemed compulsorily in accordance with this section, the Shares shall be redeemed after giving not less than two (2) week’s but not more than three (3) months’ prior notice to all holders of such Shares. The Shares will be redeemed at the Net Asset Value per Share on the relevant Dealing Day, less such sums as the Directors in their discretion may from time to time determine as an appropriate provision for estimated realisation costs of the assets of the Company and/or any costs associated with the termination of the relevant Fund or the Company.

SECONDARY MARKET

Where Shares are listed for secondary trading on Listing Stock Exchanges, they may be purchased and sold through market makers which have been appointed to offer prices for the Shares on any on such Listing Stock Exchanges. Through such market makers, a liquid and efficient secondary market may develop over time on one or more Listing Stock Exchanges as they meet secondary market demand for such Shares. The opening and closing days for the Listing Stock Exchanges will be specified on the Website. If you buy or sell Shares in the secondary market, you will pay the secondary market price for Shares. In addition, you may incur customary brokerage commissions and charges and may pay some or all of the spread between the bid and the offered price in the secondary market on each leg of a round trip (purchase and sale) transaction. Investors should also read the risk warning headed "**Trading Issues Risk**" in the "**Risk Information**" section.

Shares purchased on the secondary market cannot usually be sold directly back to the Company. In exceptional circumstances, whether as a result of disruptions in the secondary market or otherwise, Shareholders are entitled to apply to the Company in writing to have the Shares in question registered in their own name, to enable them to access the redemption facilities described above in the section "Primary Market". Investors wishing to do so should contact the Administrator to provide such proper information, including original documentation, as the Administrator shall require in order to register the investor as a Shareholder. A charge, which shall be at normal market rates, may apply for this process.

The trading prices of Shares will fluctuate continuously throughout trading hours based on market supply and demand rather than the Net Asset Value per Share, which is calculated at the end of each business day. Shares will trade on the Listing Stock Exchange at prices that may be above (i.e. at a premium) or below (i.e. at a discount), to varying degrees, the Net Asset Value of the relevant Shares. The trading prices of Shares may deviate significantly from the Net Asset Value per Share during periods of market volatility and may be subject to brokerage commissions and/or transfer taxes associated with the trading and settlement through the relevant stock exchange. There can be no guarantee that once the Shares are listed on a stock exchange they will remain listed. Given, however, that Shares can be issued and redeemed daily in large volumes, the Investment Manager believes that large discounts and premiums relative to the Net Asset Value per Share should not be sustained for very long. The number of days on which the market price of a Share was greater than or less than the relevant Net Asset Value per Share for various time periods is available by visiting the Website. Investors should also read the risk warning headed "**Fluctuation of Net Asset Value**" in the "**Risk Information**" section.

An indicative Net Asset Value per Share ("**INAV**") will be disseminated at regular intervals throughout each Dealing Day and made available on the Website (www.ubs.com/etf). INAVs are estimates of the Net Asset Value per Share produced using current market data based on quotes and last sale prices from the securities' local market and, consequently, may not reflect events that occur subsequent to the local market's close. Premiums and discounts between INAVs and market prices may occur. INAVs should not be viewed as a "real-time" update of the Net Asset Value per Share, which is calculated only once a day. None of the Funds, the Investment Manager, any of its affiliates or any third party calculation agents involved in, or responsible for, the calculation or dissemination of the INAVs makes any warranty as to their accuracy.

DETERMINATION OF NET ASSET VALUE

The Company has delegated the calculation of the Net Asset Value of each Fund and the Net Asset Value per Share to the Administrator.

The Net Asset Value of a Fund shall be calculated by ascertaining the value of the assets of the relevant Fund and deducting from such amount the liabilities of the Fund, which shall include all fees and expenses payable and/or accrued and/or estimated to be payable out of the assets of the Fund.

The Net Asset Value per Share of a Fund shall be calculated by dividing the Net Asset Value of the relevant Fund by the total number of Shares issued in respect of that Fund or deemed to be in issue as of the relevant Business Day.

The Net Asset Value per Share in each Fund shall be calculated to the nearest four decimal places in the Class Currency of the relevant Fund on each Business Day in accordance with the valuation provisions set out in the Articles and summarised below.

In the event that a Fund is divided into different Classes to accommodate different dividend policies and/or charges and/or fee arrangements and/or currencies and/or investments in FDI in accordance with the requirements of the Central Bank, the amount of the Net Asset Value of the Fund attributable to a Class shall be determined by establishing the number of Shares issued in the Class at the relevant Valuation Point and by allocating the relevant fees and expenses and any costs, liabilities and/or benefits of any foreign exchange hedging or any investments in FDI entered into in respect of a Class, to the Class, making appropriate adjustments to take account of distribution, subscriptions, redemptions, gains and expenses of that Class and apportioning the Net Asset Value of the Fund accordingly. The Net Asset Value per Share in respect of a Class will be calculated by dividing the Net Asset Value of the relevant Class by the number of Shares of the relevant Class in issue. The Net Asset Value of a Fund attributable to a Class and the Net Asset Value per Share in respect of a Class will be expressed in the relevant Class Currency, if different to the Base Currency.

The Net Asset Value per Share in the Company will be calculated at the Valuation Point on each Business Day.

Each asset which is quoted, listed or traded on or under the rules of any Recognised Market shall be valued using the Index method of first valuation. Accordingly, depending on the terms of the relevant Index, such assets will be valued at (a) closing bid price, (b) last bid price, (c) last traded price, (d) closing mid-market price or (e) last mid-market price on the relevant Recognised Market at the close of business on such Recognised Market on each Dealing Day. The Index method of valuation applied to determine the Net Asset Value per Share for each Fund will be specified in the Relevant Supplement. The Index method of valuation may consist of any of the options specified at (a) to (e) above and will be applied consistently in the valuation of all assets of that asset class. Prices will be obtained for this purpose by the Administrator from independent sources, such as recognised pricing services or brokers specialising in the relevant markets. If the investment is normally quoted, listed or traded on or under the rules of more than one Recognised Market, the relevant Recognised Market shall be either (a) that which is the main market for the investment or (b) the market which the Directors determine provides the fairest criteria in a value for the security, as the Directors may determine. If prices for an investment quoted, listed or traded on the relevant Recognised Market are not available at the relevant time, or are unrepresentative in the opinion of the Directors, such investment shall be valued at such value as shall be estimated with care and in good faith as the probable realisation value of the investment by a competent professional person, firm or corporation appointed for such purpose by the Directors and approved for the purpose by the Custodian. If the investment is quoted, listed or traded on a Recognised Market but acquired or traded at a premium or discount outside of or off the Recognised Market, the investment shall be valued taking into account the level of premium or discount as of the date of valuation of the instrument and the Custodian must ensure the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security. Neither the Directors or their delegates nor the Custodian shall be under any liability if a price reasonably believed by them to be the (a) closing bid price, (b) last bid price, (c) last traded price, (d) closing mid-market price or (e) last mid-market price for the time being, may be found not to be such. The value of any investment which is not normally quoted, listed or traded on or under the rules of a Recognised Market, will be valued at its probable realisation value estimated with care and in good faith by the Directors in consultation with the Administrator or by a competent person, firm or corporation appointed by the Directors and approved for such purpose by the Custodian.

Cash in hand or on deposit shall be valued at face value together with accrued interest where applicable, unless in the opinion of the Directors (in consultation with the Administrator and the Custodian) any adjustment should be made to reflect the fair value thereof.

FDI including exchange traded futures and options contracts (including index futures) shall be valued based on the settlement price as determined by the market in question and other financial futures contracts which are traded on a Recognised Market shall be valued at the settlement price as determined by the relevant Recognised Market at the close of business on such Recognised Market, provided that where it is not the practice of the relevant Recognised Market to quote a settlement price, or if a settlement price is not available for any reason, such instruments shall be valued at their probable realisation value estimated with care and in good faith by the Directors, who shall be approved for the purpose by the Custodian, in consultation with the Administrator.

Over-the-counter ("**OTC**") FDI will be valued either using the counterparty's valuation or an alternative valuation provided by the Company or by an independent pricing vendor appointed by the Directors and approved for this purpose by the Custodian. OTC FDI shall be valued at least daily. If using the counterparty's valuation, such valuation must be approved or verified by a party independent of the counterparty and approved by the Custodian (which may include the Company or a party related to the OTC counterparty provided that it is an independent unit within the same group and which does not rely on the same pricing models employed by the counterparty) on a weekly basis. If using an alternative valuation, the Company will follow international best practice and adhere to the principles on valuation of OTC FDI established by bodies such as International Organisation of Securities Commissions and Alternative Investment Management Association. In the event that the Company opts to use an alternative valuation, the Company will use a competent person appointed by the Directors, approved for this purpose by the Custodian, or will use a valuation by any other means provided that the value is approved by the Custodian. All alternative valuations will be reconciled with the counterparty's valuation on at least a monthly basis. Any significant differences to the counterparty valuation will be promptly investigated and explained.

Forward foreign exchange and interest rate swap contracts may be valued by reference to freely available market quotations or, if such quotations are not available, in accordance with the provisions in respect of OTC FDI.

In calculating the Net Asset Value of each Fund and the Net Asset Value per Share in each Fund, the Administrator may rely on such automatic pricing services as it shall determine and the Administrator shall not be liable (in the absence of fraud, negligence or wilful default) for any loss suffered by the Company or any Shareholder by reason of any error in calculation of the Net Asset Value resulting from any inaccuracy in the information provided by any pricing service. The Administrator shall use reasonable endeavours to verify any pricing information supplied by the Investment Manager or any connected person including a connected person who is a broker or other intermediary, however in certain circumstances it may not be possible or practicable for the Administrator to verify such information and in such circumstances the Administrator shall not be liable (in the absence of fraud, negligence or wilful default) for any loss suffered by the Company or any Shareholder by reason of any error in the calculation of the Net Asset Value resulting from any inaccuracy in the information provided by the Investment Manager or its delegates provided that the use of such information in the circumstances was reasonable.

Certificates of deposit shall be valued by reference to the latest available sale price for certificates of deposit of like maturity, amount and credit risk on each Dealing Day or, if such price is not available, at the latest bid price or, if such price is not available or is unrepresentative of the value of such certificate of deposit in the opinion of the Directors, at probable realisation value estimated with care and in good faith by a competent person appointed by the Directors and approved for the purpose by the Custodian. Treasury bills and bills of exchange shall be valued with reference to prices ruling in the relevant markets for such instruments of like maturity, amount and credit risk at close of business on such markets on the relevant Dealing Day.

Units or shares in collective investment schemes shall be valued on the basis of the latest available net asset value per unit as published by the collective investment scheme. If units or shares in such collective investment schemes are quoted, listed or traded on or under the rules of any Recognised Market then such units or shares will be valued in accordance with the rules set out above for the valuation of assets which are quoted, listed or traded on or under the rules of any Recognised Market. If such prices are unavailable, the units will be valued at their probable realisation value estimated with care and in good faith by the Directors in consultation with the Administrator or by a competent person, firm or corporation appointed for such purpose by the Directors and approved for the purpose by the Custodian.

Notwithstanding the above provisions the Directors may, with the approval of the Custodian (a) adjust the valuation of any listed investment where such 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; or (b) in relation to a specific asset permit an alternative method of valuation approved by the Custodian to be used if they deem it necessary.

In determining the Company's Net Asset Value per Share, all assets and liabilities initially expressed in foreign currencies will be converted into the Class Currency of the relevant Fund at market rates. If such quotations are not available, the rate of exchange will be determined to be the probable realisation value estimated with care and in good faith by the Directors.

Save where the determination of the Net Asset Value per Share in respect of any Fund has been temporarily suspended in the circumstances described under "*Temporary Suspension of Dealings*" below, the Net Asset Value per Share shall be made public as soon as practicable following calculation at the registered office of the Investment Manager and on the Website. It shall also be published by the Administrator in various publications as required and will be notified to any Listing Stock Exchange in accordance with the rules of the relevant Listing Stock Exchange.

TEMPORARY SUSPENSION OF DEALINGS

The Directors may at any time temporarily suspend the issue, valuation, sale, purchase, redemption or conversion of any Classes, or the payment of redemption proceeds, during:

any period when any Recognised Market on which a substantial portion of the investments for the time being comprised in the Company are quoted, listed or dealt in is closed otherwise than for ordinary holidays, or during which dealings on any such Recognised Market are restricted or suspended;

any period when, as a result of political, military, economic or monetary events or other circumstances beyond the control, responsibility and power of the Directors, the disposal or valuation of investments for the time being comprised in the Company cannot, in the opinion of the Directors, be effected or completed normally or without prejudicing the interests of Shareholders;

any breakdown in the means of communication normally employed in determining the value of any investments for the time being comprised in the Company or during any period when for any other reason the value of investments for the time being comprised in the Company cannot, in the opinion of the Directors, be promptly or accurately ascertained;

any period when the Company is unable to repatriate funds for the purposes of making redemption payments or during which the realisation of investments for the time being comprised in the Company, or the transfer or payment of funds involved in connection therewith cannot, in the opinion of the Directors, be effected at normal prices or normal rates of exchange;

any period when, as a result of adverse market conditions, the payment of redemption proceeds may, in the opinion of the Directors, have an adverse impact on the Company or the remaining Shareholders in the Company; and

any period when the Directors determine that it is in the best interests of the Shareholders to do so.

Notice of any such temporary suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine, if in the opinion of the Directors, such temporary suspension is likely to exceed thirty (30) days, and shall be transmitted immediately to the Central Bank and the Shareholders. Shareholders who have requested the issue or redemption of Shares of any series or class will have their subscription or redemption request dealt with on the first Dealing Day after the suspension has been lifted unless applications or redemption requests have been withdrawn prior to the lifting of the suspension. Where possible, all reasonable steps will be taken to bring any period of suspension to an end as soon as possible.

DISTRIBUTIONS

Shareholders are entitled to their share of the relevant Fund's income and net realised gains on its investments. Each Fund typically earns income in the form of dividends from stocks, interest from debt securities and, if any, securities lending income. Each Fund realises capital gains or losses whenever it sells securities. Depending on the underlying market, if there are capital gains, the Fund may be subject to a capital gains tax in that underlying market.

Each Fund may have accumulating Classes, in respect of which income and capital gains are reflected in the Net Asset Value per Share, or distributing Classes, in respect of which, at the discretion of the Directors, any combination of income and capital gains may be distributed to Shareholders on a periodic basis, or both. The distribution policies applicable to each Class will be specified in the Relevant Supplement.

Dividends will be declared in the Class Currency of the applicable Fund. Shareholders who wish to receive dividend payments in any other currency should contact the Administrator to ascertain whether this service will be available. Any such foreign exchange conversions of dividend payments will be at the cost and risk of Shareholders. Any dividend paid on a Share that has not been claimed within six years of its declaration shall be forfeited and shall be retained for the benefit of the relevant Fund. No interest shall be paid on any dividend.

FEES AND EXPENSES

All of the fees and expenses payable in respect of a Fund are paid as one single fee. This is referred to as the "**Total Expense Ratio**" or "**TER**". Out of the aforementioned TER fee, the Company will bear all costs incurred in connection with the Company's assets. This includes, but is not limited to, fees and expenses of the Investment Manager or sub -investment manager, Custodian, Administrator, Directors, Distributor or sub-distributor and Company Secretary. The Company may pay, subject to any applicable regulations, part or all of its fees to any person that invests in or provides services to the Company or in respect of any Fund. The following fees and expenses will also be discharged out of the TER:

the cost of listing and maintaining a listing of Shares on any Listing Stock Exchange;

the cost of convening and holding Directors' and Shareholders' meetings;

professional fees and expenses for legal and other consulting services;

the costs and expenses of preparing, printing, publishing and distributing prospectuses, supplements, annual and semi-annual reports and other documents to current and prospective Shareholders;

the costs and expenses arising from any licensing or other fees payable to any Index Provider or other licensor of intellectual property, trademarks or service marks used by the Company;

the costs and expenses of any investment adviser appointed by the Investment Manager; and

such other costs and expenses (excluding non-recurring and extraordinary costs and expenses) as may arise from time to time and which have been approved by the Directors as necessary or appropriate for the continued operation of the Company or of any Fund.

The TER does not include extraordinary costs and expenses (including but not limited to transaction charges, stamp duty or other taxes on the investments of the Company including duty charges for portfolio re-balancing, withholding taxes, commissions and brokerage fees incurred with respect to the Company's investments, interest on borrowings and bank charges incurred in negotiating, effecting or varying the terms of such borrowings, any commissions charged by intermediaries in relation to an investment in the Fund and such extraordinary or exceptional costs and expenses (if any) as may arise from time to time, such as material litigation in relation to the Company all of which will be paid separately out of the assets of the relevant Fund). The TER is calculated and accrued daily from the Net Asset Value of each Fund and payable monthly in arrears. The TER of each Fund is as listed in the Relevant Supplement. If a Fund's expenses exceed the TER outlined above in relation to operating the Funds, the Distributor or its affiliate will cover any shortfall from its own assets.

TAX INFORMATION

Investors in the Shares should be aware that they may suffer income tax, withholding tax, capital gains tax, wealth tax, stamp taxes or any other kind of tax on distributions or deemed distributions of the Fund, capital gains within the Fund whether realised or unrealised, income received or accrued or deemed received within the Fund, subject to the laws and practices of the country where the Shares are purchased, sold, held or redeemed and subject to the country of tax residence or nationality of the Shareholder.

Investors should be aware of the fact that taxes may be calculated based on income received and/or deemed to be received and/or accrued in the Fund in relation to the assets of a Fund, whereas the performance of the Fund, and subsequently the return investors received after redemption of the Shares, might partially or fully depend on the performance of a reference index or reference asset.

Investors who are in any doubt as to their tax position should consult their own independent tax advisors as to the Irish or other tax consequences of the purchase, ownership and disposal of Shares. In addition, investors should be aware that tax regulations and their application or interpretation by the relevant tax authorities' change from time to time. Accordingly, it is not possible to predict the precise tax treatment, which will apply at any given time.

The following is a summary of certain Irish tax consequences of the purchase, ownership and disposal of Shares. The summary does not purport to be a comprehensive description of all of the Irish tax considerations that may be relevant. The summary relates only to the position of persons who are the absolute beneficial owners of Shares (other than dealers in securities). The summary is based on Irish tax laws and the practice of the Irish Revenue Commissioners in effect on the date of this Prospectus (and is subject to any prospective or retroactive change). Potential investors in Shares should consult their own advisors as to the Irish or other tax consequences of the purchase, ownership and disposal of Shares.

Taxation of the Company

The Company intends to conduct its affairs so that it is resident in Ireland for tax purposes. On that basis, the Company qualifies as an 'investment undertaking' for Irish tax purposes and is exempt from Irish corporation tax on its income and gains. Provided the Shares remain held in a recognised clearing system (which includes the Crest clearing system), the Company will not account for any Irish tax in respect of the Shares. If the Shares cease to be held in a recognised clearing system, the Company would be obliged to account for Irish tax to the Irish Revenue Commissioners in certain circumstances.

Taxation of Non-Irish Shareholders

Shareholders who are not resident (or ordinarily resident) in Ireland for Irish tax purposes should have no liability to Irish income tax or capital gains tax in respect of their Shares. However, if a Shareholder is a company which holds its Shares through an Irish branch or agency, the Shareholder may be liable to Irish corporation tax (on a self-assessment basis) in respect of the Shares. Explanations of the terms '*resident*' and '*ordinarily resident*' are set out at the end of this summary.

Taxation of Irish Shareholders

Shareholders who are resident (or ordinarily resident) in Ireland for Irish tax purposes will be obliged to account (on a self-assessment basis) for any Irish tax due arising on distributions, redemptions and disposals (including deemed disposals where Shares are held for eight years) in respect of the Shares. For Shareholders who are individuals, the applicable Irish tax rate is currently:

> 33% for yearly or more frequent distributions; and
>
> 36% for distributions made less frequently than once a year and for gains on redemptions, disposals and deemed disposals of the Shares (assuming correct tax returns are made).

For Shareholders who are companies (other than dealers in securities), the applicable Irish tax rate is currently 25%.

Irish Stamp Duty

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

Irish Gift & Inheritance Tax

Irish capital acquisitions tax (at a rate of 30%) could apply to gifts or inheritances of the Shares (irrespective of the residence or domicile of the donor or donee) because the Shares could be treated as Irish situate assets. However, any gift or inheritance of Shares will be exempt from Irish capital acquisitions tax once:

the Shares are comprised in the gift/inheritance both at the date of the gift/

inheritance and at the ‘valuation date’ (as defined for Irish capital acquisitions tax purposes);

the person from whom the gift/inheritance is taken is neither domiciled nor ordinarily resident in Ireland at the date of the disposition; and

the person taking the gift/inheritance is neither domiciled nor ordinarily resident in Ireland at the date of the gift/inheritance.

Reporting of Information under the Savings Directive

Ireland has transposed the EU Directive on the taxation of savings income in the form of interest payments (Directive 2003/48/EC) into Irish law. In certain circumstances, the Company (or an Irish paying agent) may be obliged to report information to the Irish Revenue Commissioners relating to Shareholders who are individuals resident in the EU (other than in Ireland) or in certain other territories. A reporting obligation may also arise with respect to Shareholders established in these jurisdictions who are not legal persons, persons subject to corporate taxation or UCITS. Any information reported to the Irish Revenue Commissioners would be communicated to the authorities in the jurisdiction of residence (or establishment) of the relevant Shareholders. However, no reporting obligation should arise in Ireland once (broadly) the Company, or the relevant sub-fund of the Company, invests less than 15% of its total assets (directly or indirectly) in debt claims or other specified assets.

FATCA Implementation in Ireland

The governments of Ireland and the United States have signed an Agreement to Improve International Tax Compliance and to implement FATCA (the "**IGA**").

This IGA will significantly increase the amount of tax information automatically exchanged between Ireland and the United States. It provides for the automatic reporting and exchange of information in relation to accounts held in Irish "financial institutions" by U.S. persons and the reciprocal exchange of information regarding U.S. financial accounts held by Irish residents. It is likely that the Company will be subject to these rules.

The Inter-Governmental Agreement provides that Irish "financial institutions" will report to the Irish Revenue Commissioners in respect of U.S. account-holders and, in exchange, U.S. financial institutions will be required to report to the U.S. Internal Revenue Service in respect of any Irish-resident account-holders. The two tax authorities will then automatically exchange this information on an annual basis. The Irish legislation implementing the agreement has not been finalised and a number of matters remain uncertain.

Meaning of Terms

Meaning of ‘Residence’ for Companies

A company which has its central management and control in Ireland is tax resident in Ireland irrespective of where it is incorporated. A company which does not have its central management and control in Ireland but which is incorporated in Ireland is tax resident in Ireland except where:

the company (or a related company) carries on a trade in Ireland and either the company is ultimately controlled by persons resident in EU member states or countries with which Ireland has a double tax treaty, or the company (or a related company) are quoted companies on a recognised stock exchange in the EU or in a tax treaty country; or

the company is regarded as not resident in Ireland under a double tax treaty between Ireland and another country.

Meaning of ‘Residence’ for Individuals

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

spends 183 days or more in Ireland in that calendar year; or

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

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

Meaning of ‘Ordinary Residence’ for Individuals

The term ‘ordinary residence’ (as distinct from ‘residence’) relates to a person’s normal pattern of life and denotes residence in a place with some degree of continuity. An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which the individual is not resident. For example, an individual who is resident and ordinarily resident in Ireland in 2007 and departs Ireland in that year will remain ordinarily resident in Ireland up to the end of the tax year in 2010.

Meaning of "Intermediary"

An "intermediary" means a person who:

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

2. holds units in such an investment undertaking on behalf of other persons.

Meaning of "FATCA"

"FATCA" means:

sections 1471 to 1474 of the US Internal Revenue Code of 1986 or any associated regulations or other official guidance;

any treaty, law, regulation or other official guidance enacted in any other jurisdiction, or relating to an intergovernmental agreement between the US and any other jurisdiction, which (in either case) facilitates the implementation of paragraph (a) above; or

any agreement pursuant to the implementation of paragraphs (a) or (b) above with the US Internal Revenue Service, the US government or any Government Authority or taxation authority in any other jurisdiction.

The United Kingdom – Taxation

The following is a summary of various aspects of the United Kingdom ("UK") taxation regime which may apply to UK resident or ordinarily resident persons acquiring Shares in the Classes of a Fund, and where such persons are individuals, only to those domiciled in the UK. It is intended as a general summary only, based on current law and practice in force as of the date of this Prospectus. Such law and practice may be subject to change, and the below summary is not exhaustive. Further, it will apply only to those UK Shareholders holding Shares as an investment rather than those which hold Shares as part of a financial trade; and does not cover UK Shareholders which are tax exempt or subject to special taxation regimes.

This summary should not be taken to constitute legal or tax advice, and any prospective Shareholder should consult their own professional advisers as to the UK tax treatment of returns from the holding of Shares in the Company.

The Company

The affairs of the Company are intended to be conducted in such a manner that it should not become resident in the UK for taxation purposes. Therefore, on the condition that the Company does not carry on a trade in the UK through a branch or agency or permanent establishment located there, then the Company will not be subject to UK tax on income or chargeable gains arising to it, other than on certain UK source income.

Income and gains received by the Company may be subject to withholding or similar taxes imposed by the country in which such returns arise.

Since the Company is not incorporated in the UK and the register of Shareholders will be kept outside the UK, no liability to UK stamp duty reserve tax should arise by reason of the transfer, subscription for, or redemption of Shares. Liability to UK stamp duty will not arise provided that any instrument in writing, transferring Shares in the Company is executed and retained at all times outside the UK. However, the Company may be liable to transfer taxes in the UK on acquisitions of investments. In the UK, stamp duty reserve tax or stamp duty at a rate of 0.5% will be payable by the Company on the acquisition of shares in companies that are either incorporated in the UK or that maintain a share register there.

Taxation of Shareholders who are resident for tax purposes in the United Kingdom

Subject to their personal tax position, dividends received by UK resident Shareholders will be subject to UK income tax or corporation tax annually, whether or not reinvested. In addition, UK Shareholders holding Shares at the end of each "reporting period" (as defined for UK tax purposes) will potentially be subject to UK income tax or corporation tax on their share of a Class's "reported income", to the extent that this amount exceeds dividends received. The terms "reported income", "reporting period" and their implications are discussed in more detail below. Both dividends and reported income will be treated as dividends received from a foreign corporation, subject to any re-characterisation as interest, as described below.

Individual Shareholders resident or ordinarily resident in the UK generally may benefit from a non-refundable tax credit in respect of dividends or reported income received from corporate offshore funds invested largely in equities. However, where the offshore fund invests more than 60% of its assets in interest-bearing (or economically similar) assets, distributions or reported income will be treated and taxed as interest in the hands of the individual, without a tax credit.

Dividend distributions from an offshore fund made to companies resident in the UK are likely to fall within one of a number of exemptions from UK corporation tax. In addition, distributions to non-UK companies carrying on a trade in the UK through a permanent establishment in the UK should also fall within the exemption from UK corporation tax on dividends
to the extent that the shares held by that company are used by, or held for, that permanent establishment. Reported income will be treated in the same way as a dividend distribution for these purposes.

Shareholdings in the Company are likely to constitute interests in offshore funds, as defined for the purposes of the UK Finance Act 2008, with each Class of the Fund treated as a separate "offshore fund" for these purposes.

The Offshore Funds (Tax) Regulations 2009 provide that if an investor resident or ordinarily resident in the UK for taxation purposes holds an interest in an offshore fund and that offshore fund is a "non-reporting fund", any gain accruing to that investor upon the sale or other disposal of that interest will be charged to UK tax as income and not as a capital gain. Alternatively, where an investor resident or ordinarily resident in the UK holds an interest in an offshore fund that has been a "reporting fund" for all periods of account for which they hold their interest, any gain accruing upon the sale or other disposal of the interest will be subject to tax as a capital gain rather than income. In this case, the investor may claim relief for any accumulated or reinvested profits which have already been subject to UK income tax or corporation tax on income (even where such profits are exempt from UK corporation tax).

Where an offshore fund may have been a non-reporting fund for part of time during which the UK Shareholder held their interest and a reporting fund for the remainder of that time, there are elections which can potentially be made by the Shareholder in order to pro-rate any gain made upon disposal; the impact being that the portion of the gain made during the time when the offshore fund was a reporting fund would be taxed as a capital gain. In these circumstances, from the date the offshore fund changes status such elections have specified time limits in which they can be made

It should be noted that a "disposal" for UK tax purposes would include a switching of interest between Funds within the Company and might in some circumstances also include a switching of interests between Classes in the same Fund of the Company.

In broad terms, a "reporting fund" is an offshore fund that meets certain upfront and annual reporting requirements to HM Revenue & Customs and its Shareholders. The Directors intend to manage the affairs of the Company so that these upfront and annual duties are met and continue to be met in relation to each Class in each Fund at all times and to seek UK reporting fund status in due course. Such annual duties will include calculating and reporting the income returns of the offshore fund for each reporting period (as defined for UK tax purposes) on a per-Share basis to all relevant Shareholders (as defined for these purposes). UK Shareholders who hold their interests at the end of the reporting period to which the reported income relates, will be subject to income tax or corporation tax on the higher of any cash distribution paid and the full reported amount. The reported income will be deemed to arise to UK Shareholders on the date the report is issued by the Directors. The Directors, however, intend to distribute all available income in the form of cash distributions.

Once reporting fund status is obtained from HM Revenue & Customs for the relevant Classes, it will remain in place permanently so long as the annual requirements are undertaken.

The attention of UK resident corporate Shareholders is drawn to Chapter 3 of Part 6 of the Corporation Tax Act 2009, whereby interests of UK companies in offshore funds may be deemed to constitute a loan relationship; with the consequence that all profits and losses on such relevant interests are chargeable to UK corporation tax in accordance with a fair value basis of accounting. These provisions apply where the market value of relevant underlying interest bearing securities and other qualifying investments of the offshore fund (broadly investments which yield a return directly or indirectly in the form of interest) are at any time more than 60% of the value of all the investments of the offshore fund.

The attention of individual shareholders ordinarily resident in the UK is drawn to the provisions of Chapter 2 of Part 13 of the Income Taxes Act 2007. These provisions are aimed at preventing the avoidance of UK income tax by individuals through transactions resulting in the transfer of assets or income to persons (including companies) resident or domiciled outside the UK, and may render them liable to income tax in respect of undistributed income of the Company on an annual basis. The legislation is not directed towards the taxation of capital gains.

Corporate Shareholders resident in the UK should note the provisions of Chapter 4 of Part 17 of the Income and Corporation Taxes Act 1988. These provisions may subject UK resident companies to corporation tax on profits of non-resident companies, controlled by persons resident in the UK, in which they have an interest. These provisions affect UK resident companies who have an interest of at least 25% in the profits of a non-UK resident company, where that non-UK resident company is controlled by residents of the UK and is resident in a low tax jurisdiction. This legislation is not presently directed towards the taxation of capital gains. It is currently under review.

The attention of investors resident or ordinarily resident in the UK (and who, if individuals, are also domiciled in the UK for those purposes) is drawn to the provisions of Section 13 of Taxation of Chargeable Gains Act 1992. Under these provisions, where a chargeable gain accrues to a company that is not resident in the UK, but which would be a close company if it were resident in the UK, a person may be treated as though a proportional part of that chargeable gain, calculated by reference to their interest in the company, has accrued to them. No liability under Section 13 can be incurred by such a person, however, where such a proportion does not exceed one-tenth of the gain.

Any individual Shareholder domiciled or deemed to be domiciled in the UK for UK tax purposes may be liable to UK inheritance tax on their Shares in the event of death or on making certain categories of lifetime transfer

The US Foreign Account Tax Compliance (FATCA) provisions

The Foreign Account Tax Compliance provisions within the US Hiring Incentives to Restore Employment Act of 2010 ("HIRE Act") impose a new reporting and withholding tax regime ("FATCA withholding") with respect to certain U.S. source income (including dividends and interest) and gross proceeds from the sale or other disposal of property that can produce U.S. source interest or dividends paid to certain foreign entities.

The objective of these provisions is to report to US tax authorities US persons' direct and indirect ownership of non-U.S. accounts and non-U.S. entities. FATCA requires certain actions by foreign entities by 30 June 2013 while actual withholding under FATCA would begin on withholdable payments made on or after 1 January 2014. As a result of these potentially wide ranging provisions, financial service providers and investment funds, including the Company and the service providers listed in the Directory will need to consider whether to enter into a Foreign Financial Institution Agreement ("FFI Agreement") with the US tax authorities to provide information, representations and waivers of non-U.S. law as may be required to comply with the provisions of the new rules, including information relating to direct and indirect U.S. accountholders as defined in the provisions.

The US tax authorities have yet to provide comprehensive and final guidance regarding the HIRE provisions including guidance on the extent to which the Company, being an exchange traded fund, is within the scope of the HIRE provisions.

MANAGEMENT

DIRECTORS

The Directors of the Company are listed below with their principal occupations.

Clemens Reuter

Mr. Reuter joined UBS Global Asset Management as Head of UBS Exchange Traded Funds in 2011. Prior to joining UBS, Clemens Reuter was Head of Member Relations at the SIX Swiss Exchange where he was instrumental in the launch and growth of the Exchange Traded Fund segment. His career started in the financial services industry in 1990 at Deutsche Bank AG in Düsseldorf. He worked in the United States as Vice President of Institutional US Equity Sales at Wachovia Securities in Atlanta Georgia. Prior to joining the SWX Swiss Exchange in 2000, he worked in Foreign Exchange Sales at the London, New York and Zurich trading desks of Credit Suisse First Boston.

Frank Muesel

Mr. Muesel joined UBS Global Asset Management in 2001 to work in the Exchange Traded Funds business as an analyst. In 2004 he moved into product management. He is product manager responsible for exchange traded funds. Before joining UBS, Mr. Muesel held several positions for SEB Bank in Frankfurt in the correspondent
banking and settlement (options and futures) departments.

Ian Ashment

Mr. Ashment has worked for UBS Global Asset Management from 1987. Since 1987 he has worked within a variety of roles in the asset management division. Mr Ashment has been a senior fund manager since 1995, and has been head of Structured Beta & Indexing (SB&I) since 2009. Mr Ashment has overall responsibility for exchange traded and structured funds within SB&I, with invested assets in excess of USD 76 billion (at 30 September 2011).

Barry McGrath

Mr. McGrath, an Irish resident, is a solicitor and was a partner from May 2003 to June 2008 in a large Irish law firm. He has been a partner in Maples and Calder since July 2008, which is one of Ireland's leading law firms. Mr. McGrath specialises in financial services and fund management law. Mr. McGrath is a graduate of University College Dublin.

Andreas Haberzeth

Mr. Andreas Haberzeth has worked for UBS Global Asset Management since December 2009 as Head of UBS ETF Operations with responsibility for all ETF operational aspects for full and synthetic replicated ETFs domiciled in Switzerland, Ireland and Luxembourg. Prior to joining UBS he was employed by Deka Bank (Deutsche Girozentrale) as Head of Trade Support and Data Quality for Exchange Traded Funds. Prior to joining Deka Bank (Deutsche Girozentrale), he worked as Head of Operational Support and Service Management at AXA Investment Managers Deutschland GmbH.

Trevor Hunt

Mr. Hunt was appointed Global Head of Operations at UBS Global Asset Management in January 2013. In this role, he is responsible for all activities across the Operations functions, including Trade Support & Derivatives, Corporate Actions, Data Management, Client Reporting, Performance & Operations Coordination. The teams are located in Chicago, Toronto, London, Luxembourg, Zurich, Singapore, Taipei & Sydney and form part of the Group Operations team in the Corporate Center division. Prior to this and from 2006, Mr. Hunt was head of Operations in UK & EMEA based in London, as well as deputy to the global head of Operations. From 2003, Mr. Hunt was based in Singapore as Regional Head of Information Technology with additional responsibilities coordinating the Logistics Infrastructure function in Asia Pacific Before this, he held similar, country specific roles based in Tokyo and London. Mr. Hunt joined UBS Global Asset Management in 1999. Before this, he was Head of IT for Nomura Bank International for ten years, based in London, and responsible for delivery of global FX, Money Market and OTC derivative platforms.
Mr. Hunt is a member of the Board of Directors for UBS Global Asset Management
(UK) Ltd. Mr. Hunt holds a Higher National Diploma from Mid-Kent College in the UK and an MBA from the University of Birmingham.

Robert Burke

Robert Burke (Resident in Ireland) is a solicitor of the Irish courts. Mr Burke was until 2005 a partner in McCann FitzGerald, Dublin, first as head of the tax department (1978–1994) and then as senior partner of the banking and financial services department (1994-2005). He qualified as a Chartered Accountant with Price Waterhouse in 1973 and practised as a tax specialist with that firm until 1978. Mr Burke is a member of the Foundation for Fiscal Studies (Ireland), the International Fiscal Association, the International Bar Association and an Associate Member of the Irish Taxation Institute. He acts as an independent non-executive director of a number of companies engaged in financial services, industrial and commercial activities.

The Directors are responsible for managing the business affairs of the Company.

The Directors have delegated (a) the administration of the Company's affairs, including responsibility for the preparation and maintenance of the Company's records and accounts and related fund accounting matters including the calculation of the Net Asset Value per Share to the Administrator; (b) the safe-keeping of the Company's assets to the Custodian; (c) responsibility for the investment management, including the acquisition and disposal of the assets of the Company, to the Investment Manager; and (d) registrar services, including the maintenance of the register of Shareholders, to the Administrator. The Articles do not stipulate a retirement age for Directors and do not provide for the retirement of the Directors by rotation. The Articles provide that a Director may be a party to any transaction or arrangement with the Company or in which the Company is interested, provided that he has disclosed to the Directors the nature and extent of any material interest which he may have. The Company has granted indemnities to the Directors in respect of any loss or damages that they may suffer, save where this results from a Director's negligence, default, breach of duty or breach of trust in relation to the Company.

The address of the Directors is the registered office of the Company.

INVESTMENT MANAGER

UBS Global Asset Management (UK) Ltd serves as the investment manager to each Fund and, subject to the supervision of the Directors, is responsible for the investment management of the Funds pursuant to an investment management agreement dated 23 December 2011 between the Company and the Investment Manager (the "**Investment Management Agreement**"). The Investment Manager provides an investment management program for each Fund and manages the investment of the Funds' assets. The Investment Manager was incorporated in England on 19 February, 1981 and is authorised and regulated in the UK in the conduct of financial services and investment management activities by the Financial Services Authority. The Investment Manager is part of UBS Global Asset Management, a business group of UBS AG. Headquartered in Zurich and Basel, Switzerland, UBS is a global firm providing services to private, corporate and institutional clients. Its strategy is to focus on international wealth management and the Swiss banking business alongside its global expertise in investment banking and asset management. In Switzerland, UBS is the market leader in retail and commercial banking. As at 30 September 2011 the UBS Global Asset Management group of companies had funds under management of CHF 524 billion. The principal activity of the Investment Manager is the provision of investment management services.

The Investment Management Agreement shall continue in effect until terminated by either party upon the giving of not less than 6 months written notice to the other, or upon such lesser period of notice as may be mutually agreed; provided that no purchase, sale or trade which was instituted on or before receipt of any such written notice from the Company shall be so affected. The Investment

Manager will act in good faith and with due diligence in the exercise of its duties. The Investment Management Agreement contains indemnities in favour of the Investment Manager other than matters arising by reason of the wilful default, fraud or negligence on the part of the Investment Manager or its delegates.

The Investment Manager has the discretion to delegate to sub-investment managers all the powers, duties and discretions exercisable in respect of the management of the relevant percentage of such of the Funds as the Investment Manager and any sub-investment manager may from time to time agree. Any such appointment will be in accordance with the requirements of the Central Bank. Details of sub-investment managers appointed to any Fund will be available to Shareholders on request and will be disclosed in the Fund's Relevant Supplement and in the periodic reports of the Company. Fees payable to any sub-investment manager appointed by the Investment Manager shall be paid out of the TER.

ADMINISTRATOR

Pursuant to an administration agreement with State Street Fund Services (Ireland) Limited dated 23 December 2011 (the "**Administration Agreement**"), the Company has appointed the Administrator to provide administration, registrar and transfer agency services to the Company.

The Administrator is a limited liability company incorporated in Ireland on 23 March 1992 and is ultimately a wholly-owned subsidiary of the State Street Corporation. The authorised share capital of State Street Fund Services (Ireland) Limited is Stg£5,000,000 with an issued and paid up capital of Stg£350,000.

State Street Corporation is a leading world-wide specialist in providing sophisticated global investors with investment servicing and investment management. State Street Corporation is headquartered in Boston, Massachusetts, U.S.A., and trades on the New York Stock Exchange under the symbol "STT".

The Administration Agreement provides that the appointment of the Administrator will continue in force unless and until terminated by either party giving to the other not less than ninety days' written notice although in certain circumstances (e.g. the insolvency of either party, unremedied breach after notice etc) the Agreement may be terminated forthwith by notice in writing by either party to the other. The Administration Agreement contains indemnities in favour of the Administrator other than matters arising by reason of its negligence, fraud, bad faith, wilful default or recklessness in the performance of its duties and obligations.

CUSTODIAN

The Company has appointed State Street Custodial Services (Ireland) Limited as custodian of its assets pursuant to a custody agreement dated 23 December 2011 (the "**Custody Agreement**"). The Custodian provides safe custody for the Company's assets.

The Custodian is a limited liability company incorporated in Ireland on 23 May 1991 and is, like the Administrator, ultimately owned by the State Street Corporation. Its authorised share capital is Stg£5,000,000 and its issued and paid up capital is Stg£200,000. As at 31 October 2011 the Custodian held funds under custody in excess of US$340 billion. The Custodian's principal business is the provision of custodial and trustee services for collective investment schemes and other portfolios.

Under the terms of the Custody Agreement, the Custodian has full power to delegate the whole or any part of its custodial functions but the liability of the Custodian will not be affected by the fact that it has entrusted to a third party some or all of the investments in its safe-keeping.

The Custodian must exercise due care and diligence in the discharge of its duties and shall be liable to the Company and its Shareholders for any loss suffered by them as a result of its unjustifiable failure to perform its obligations or its improper performance of them. The Company has agreed to hold harmless and indemnify the Custodian against all actions, proceedings and claims (including claims of any person purporting to be the beneficial owner of any part of the investments), and against all costs, demands and expenses (including legal and professional expenses) arising therefrom, which may be brought against, suffered or incurred by the Custodian by reason of the performance of the Custodian's duties and obligations under the terms of the Custody Agreement save where any such actions, proceedings, claims, costs, demands or expenses arise as a result of the Custodian's unjustifiable failure to perform its obligations or its improper performance of them.

The Custody Agreement provides that the appointment of the Custodian will continue in force unless and until terminated by either party giving to the other not less than ninety days' written notice although in certain circumstances (e.g. the insolvency of either party, unremedied breach after notice etc) the Agreement may be terminated forthwith by notice in writing by either party to the other.

DISTRIBUTOR

The Company has appointed UBS AG as distributor pursuant to a distribution agreement dated 23 December 2011 (the "**Distribution Agreement**"). The Distributor is a company duly organised and validly existing under the laws of Switzerland and is the ultimate parent of the UBS group.

The Distribution Agreement provides that the appointment of the Distributor shall remain in force unless terminated by either party giving to the other not less than six months written notice although in certain circumstances (e.g. in case of a breach of any material provision contained in the Agreement or gross negligence which shall not have been remedied within thirty (30) days of the delivery of the written notice thereof) the Distribution Agreement may be terminated forthwith by notice in writing by either party to the other. The Distribution Agreement provides that each party is liable to the other party for any direct damage caused intentionally or through gross negligence by a breach of the duties described in the Agreement.

PAYING AGENTS

Local laws/regulations in certain EEA member states may require (i) the Company to appoint facilities agents/paying agents/representatives/distributors/ correspondent banks (any such appointee is hereafter referred to as a "**Paying Agent**" and provided further that any such appointment may be made notwithstanding that it is not a legal or regulatory requirement) and (ii) the maintenance of accounts by such Paying Agents through which subscription and redemption monies or dividends may be paid. Shareholders who choose or who are obliged under local regulations to pay subscription monies or receive redemption monies or dividends through a Paying Agent are subject to the credit risk of the Paying Agent with respect to (a) subscription monies for investment in a Fund held by the Paying Agent prior to the transmission of such monies to the Custodian for the account of the relevant Fund and (b) redemption monies and dividend payments held by the Paying Agent (after transmission by the Company) prior to payment to the relevant Shareholder. Fees and expenses of the Paying Agents appointed by the Company, which will be at normal commercial rates, will be borne by the Fund in respect of which a Paying Agent has been appointed. All Shareholders of a Fund on whose behalf a Paying Agent is appointed may use the services provided by Paying Agents appointed by or on behalf of the Company.

COMPANY SECRETARY

The company secretary of the Company is State Street Fund Services (Ireland) Limited.

AUDITORS

PricewaterhouseCoopers serve as auditors to the Company.

LEGAL COUNSEL

Maples and Calder serve as legal counsel to the Company as to matters of Irish law.

WHERE TO LEARN MORE ABOUT THE FUNDS

Copies of the following documents may be inspected at the registered offices of the Legal Advisors in Ireland as set out in the Directory during normal business hours on any Dealing Day:

the material contracts referred to above;

the Memorandum and Articles of Association of the Company; and

the UCITS Directive and the Central Bank regulations issued pursuant thereto.

In addition, the Memorandum and Articles of Association of the Company and any yearly or half-yearly reports may be obtained free of charge at the registered office of the Legal Advisors in Ireland or may be inspected at the registered office of the Legal Advisors in Ireland during normal business hours on any Dealing Day.

The most recent audited financial statements for the Company will be available when published at the registered office of the Administrator during normal business hours on any Dealing Day.

SHAREHOLDER INFORMATION

Shareholder inquiries may be directed to the Funds by contacting the Administrator or through the Website.

No person has been authorised to give any information or to make any representations other than those contained in this Prospectus in connection with the offer of the Shares, and, if given or made, the information or representations must not be relied upon as having been authorised by the Company. Neither the delivery of this Prospectus or any Relevant Supplement nor any sale of Shares shall under any circumstance imply that the information contained herein is correct as of any date after the date of this Prospectus.

SCHEDULE I – DEFINITIONS

In this Prospectus the following words and phrases shall have the meanings indicated below:

Administrator	State Street Fund Services (Ireland) Limited, or such other company as may from time to time be appointed to provide administration and accounting services to the Company in accordance with the requirements of the Central Bank;
Articles	the memorandum and articles of association of the Company for the time being in force and as may be modified from time to time;
Authorised Participant	an entity or person authorised by the Company for the purposes of subscribing for and redeeming Shares in a Fund;
Base Currency	the currency in which the Net Asset Value of each Fund is calculated;
Business Day	unless otherwise specified in a Relevant Supplement, a day on which markets and commercial banks are open in Ireland and such other day or days as the Directors may determine and notify in advance to Shareholders;
Central Bank	the Central Bank of Ireland or any division thereof or any successor entity;
Central Bank Notices	the notices and guidelines issued by the Central Bank from time to time affecting the Company;

Class	shares of a particular Fund representing an interest in the Fund but designated as a class of Shares within such Fund for the purposes of attributing different proportions of the Net Asset Value of the relevant Fund to such Shares to accommodate different subscription, conversion and redemption charges, dividend arrangements, base currencies, currency hedging policies and/or fee arrangements specific to such Shares;
Class Currency	the currency in which the Net Asset Value of any Class of Shares is denominated;
Company	UBS (Irl) ETF plc;
Custodian	State Street Custodial Services (Ireland) Limited or such other company as may from time to time be appointed to provide custodian services to the Company in accordance with the requirements of the Central Bank;
Dealing Day	such day or days as are specified in the Relevant Supplement;
Dealing Deadline	the time on each Dealing Day by which applications for subscriptions and redemptions must be received by the Administrator in order to be processed on that Dealing Day, as specified for each Fund in the Relevant Supplement;
Directors	the directors of the Company for the time being and any duly constituted committee thereof;

Duties and Charges	All stamp duties and other duties, taxes, governmental charges, imposts, levies, exchange costs and commissions (including foreign exchange spreads), custodian and sub-custodian charges, transfer fees and expenses, agents' fees, brokerage fees, commissions, bank charges, registration fees and other duties and charges, including any provision for the spread or difference between the price at which any asset was valued for the purpose of calculation of the Net Asset Value per Share of any Fund and the estimated or actual price at which any such asset is purchased or expected to be purchased, in the case of subscriptions to the relevant Fund, or sold or expected to be sold, in the case of redemptions from the relevant Fund, including, for the avoidance of doubt, any charges or costs arising from any adjustment to any swap or other FDI required as a result of a subscription or redemption, whether paid, payable or incurred or expected to be paid, payable or incurred in respect of the constitution, increase or reduction of all of the cash and other assets of the Company or the creation, acquisition, issue, conversion, exchange, purchase, holding, repurchase, redemption, sale or transfer of Shares (including, if relevant the issue or cancellation of certificates for Shares) or investments by or on behalf of the Company;
EEA	the European Economic Area;
EU	the European Union;

€ or Euro	the single currency of participating member states of the European Monetary Union introduced on 1 January 1999;
FDI	financial derivative instruments;
Fixed Portfolio Basket	a basket of securities and a cash component that is designed by the Investment Manager to be closely aligned with the composition of the relevant Fund (so that the Investment Manager will not be required, following completion of the subscription, to take any further material steps in the form of additional purchases or sales of securities or adjustment(s) of any other positions maintained in respect of the relevant Fund to re-balance the composition of the Fund);
Fund	a portfolio of assets established by the Directors (with the prior approval of the Custodian and the Central Bank) and constituting a separate fund represented by a separate series of Shares and invested in accordance with the investment objective and policies applicable to such Fund;
Index	any financial index which a Fund will aim to track, pursuant to its investment objective and/or in accordance with its investment policies, as specified in the Relevant Supplement;
Index Provider	in relation to a Fund, the entity or person who, by itself or through a designated agent, compiles, calculates and publishes information on an Index as specified in the Relevant Supplement;

Investment Manager	UBS Global Asset Management (UK) Ltd or such other company as may from time to time be appointed to provide investment management services to the Company in accordance with the requirements of the Central Bank;
Listing Stock Exchange	such selected exchanges as the Directors may determine from time to time in respect of each Fund and which are specified on the Website;
Member State	a member state of the European Union;
Minimum Subscription Amount	the minimum amount to be subscribed for Shares on any Dealing Day, as determined by the Directors in respect of each Fund and specified in the Relevant Supplement, which may be expressed as a monetary amount or as a number of Shares;
Minimum Redemption Amount	the minimum amount that may be redeemed from any Fund or any Dealing Day, as determined by the Directors in respect of each Fund and specified in the relevant Supplement, which may be expressed as a monetary amount or as a number of Shares;

Negotiated Portfolio Basket	a basket of securities selected by the investor from a list identified by the Investment Manager as appropriate for the Fund in the implementation of its investment policy (but which, in order to enable the Fund to fully achieve its investment objective, may require the Investment Manager to take further steps in the form of additional purchases or sales of securities or adjustment(s) of any other positions maintained in respect of the relevant Fund to re-balance the composition of the Fund) and a cash component;
Net Asset Value	the net asset value of a Fund calculated as described in the "*Determination of Net Asset Value*" section of this Prospectus;
Net Asset Value per Share	the net asset value of a Share in any Fund, including a Share of any Class of Shares issued in a Fund calculated as described in the "*Determination of Net Asset Value*" section of this Prospectus;
OECD	the Organisation for Economic Co-Operation and Development;

Prohibited Person	any person who appears to be in breach of any law or requirement of any country or governmental authority by virtue of which such person is not qualified to hold such Shares; or by any person or persons in circumstances (whether directly or indirectly affecting such person or persons, and whether taken alone or in conjunction with any other persons, connected or not, or any other circumstances appearing to the Directors to be relevant) which, in the opinion of the Directors, might result in the Company or the relevant Fund incurring any liability to taxation or suffering any other pecuniary, regulatory, legal or material administrative disadvantages which the Company or the relevant Fund might not otherwise have incurred, suffered or breached; or any individual under the age of 18 (or such other age as the Directors think fit) or of unsound mind;
Prospectus	this document, the Relevant Supplement for any Fund and any other supplement or addendum designed to be read and construed together with and to form part of this document;
Recognised Market	any recognised exchange or market listed or referred to in Schedule II to this Prospectus and such other markets as Directors may from time to time determine in accordance with the UCITS Regulations and specify in Schedule II to this Prospectus;
Recognised Rating Agency	Standard & Poor's Rating Group ("**S&P**"), Moody's Investors Services ("**Moody's**"), Fitch IBCA or an equivalent rating agency;

Relevant Institution	(a) a credit institution authorised in the EEA (European Union Member States, Norway, Iceland, Liechtenstein); (b) a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988 (Switzerland, Canada, Japan, United States); or (c) a credit institution authorised in Jersey, Guernsey, the Isle of Man, Australia or New Zealand;
Relevant Supplement	a document containing information relating to each Fund;
RMP Statement	any risk management process statement adopted by the Company, from time to time, in accordance with the requirements of the Central Bank;
Share or Shares	a share or shares of whatsoever Class in the capital of the Company (other than Subscriber Shares) entitling the holders to participate in the profits of the Company attributable to the relevant Fund as described in this Prospectus;
Shareholder	a person registered in the register of members of the Company as a holder of Shares;
Subscriber Shares	means the initial issued share capital of three hundred thousand and two (300,002) shares of €1 each and initially designated as subscriber shares;
UCITS	an undertaking for collective investment in transferable securities within the meaning of the UCITS Regulations;

UCITS Regulations	the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011 (S.I. 352 of 2011) and all applicable Central Bank Notices issued or conditions imposed or derogations granted thereunder;
Unlisted Shares	a Share of any Class that is not listed on any Listing Stock Exchange.
U.S. or United States	the United States of America, its territories and possessions including the States and the District of Columbia;
U.S. Person	means a "U.S. Person" as defined under Regulation S of the Securities Act of 1933, as amended;
Valuation Point	the time specified for each Fund in the Relevant Supplement or such other time as the Directors may determine from time to time and notify to Shareholders. For the avoidance of doubt, the time at which the Net Asset Value is determined will always be after such time as the Directors shall determine as the Dealing Deadline. Any amendment to the Valuation Point will be notified to Shareholders and disclosed in an updated Relevant Supplement;
Website	www.ubs.com/etf on which the Net Asset Value per Share and any other relevant information relating to any Fund will be published and on which this Prospectus and any other information in respect of the Company, including various shareholder communications, may be published.

SCHEDULE II – RECOGNISED MARKETS

The exchanges and markets are set out below in accordance with the requirements of the Central Bank, which does not issue a list of approved markets. With the exception of permitted investments in unlisted investments and off-exchange FDI, investment in securities or FDI will be made only in securities or FDI listed or traded on recognised markets which meet the regulatory criteria (regulated, operating regularly, recognised and open to the public) and which are listed below.

(i)	Any stock exchange or market in any EU Member State or in any of the following member countries of the OECD:
	Australia, Canada, Iceland, Japan, New Zealand, Norway, Switzerland and the United States of America.

(ii)
Any of the following exchanges or markets:

Brazil Bolsa de Valores, Mercadorias & Futuros de São Paulo
Chile Santiago Stock Exchange
Valparaiso Stock Exchange
China Shanghai Stock Exchange
Shenzhen Stock Exchange
Egypt

Egyptian Stock Exchange
Hong Kong Stock Exchange of Hong Kong
India The National Stock Exchange of India Limited
Delhi Stock Exchange
Bangalore Stock Exchange
The Bombay Stock Exchange
Indonesia Indonesia Stock Exchange.
Israel Tel Aviv Stock Exchange
Malaysia The Bursa Malaysia Berhad
Mexico Bolsa Mexicana de Valores
Peru Lima Stock Exchange
Philippines Philippines Stock Exchange Inc.
Singapore Singapore Exchange Limited
South Africa Johannesburg Stock Exchange

South Korea	Korea Stock Exchange
Taiwan	Taiwan Stock Exchange Corporation
	Gretai Securities Market
Thailand	Stock Exchange of Thailand, Bangkok
Turkey	Istanbul Stock Exchange
United Arab Emirates	Abu Dhabi Stock Exchange
	Dubai Financial Market

iii)

The following markets:

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– the UK market (i) conducted by banks and other institutions regulated by the Financial Services Authority ("FSA") and subject to the Inter-Professional Conduct provisions of the FSA's Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the **"Non-Investment Product Code"** drawn up by the participants in the London market, including the FSA and the Bank of England (formerly known as **"The Grey Paper"**);

– (a) NASDAQ in the United States, (b) the market in the US government securities conducted by the primary dealers regulated by the Federal Reserve Bank of New York; (c) the over-the-counter market in the United States conducted by primary and secondary dealers regulated by the Securities and Exchange Commission and the National Association of Securities Dealers and by banking institutions regulated by the US Controller of Currency, the Federal Reserve System or Federal Deposit Insurance Corporation;

– (a) NASDAQ Japan, (b) the over-the-counter market in Japan regulated by the Securities Dealers Association of Japan, and (c) Market of the High-Growth and Emerging Stocks **("MOTHERS")**

– the alternative investment

	FDI Nasdaq, the Chicago Mercantile Exchange, American Stock Exchange, Chicago Board of Trade, Chicago Board of Options Exchange, Coffee, New York Futures Exchange, New York Mercantile Exchange, Hong Kong Futures Exchange, Singapore International Monetary Exchange, Singapore Commodity Exchange, Tokyo Financial Exchange, New Zealand Futures and Options Exchange and any exchange or market, including any board of trade or similar entity, or automated quotation system, which exchanges and markets are regulated, operating regularly, recognised and open to the public in an EU Member State or a Member State of the European Economic Area.

* Any short selling of money market instruments by UCITS is prohibited.

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