

An application has been made to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 17 April 2025 for permission to list and deal in and quote the Singapore Shares (as defined below) of the State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF (the “**Fund**”), which may be issued from time to time, on the SGX-ST. Such permission will be granted by the SGX-ST when the Singapore Shares have been admitted to the Official List of the SGX-ST. Acceptance of applications for the Singapore Shares of the Fund is conditional upon the issue of the Singapore Shares of the Fund and permission being granted to list them on the SGX-ST. If such permission is not granted, application monies (without interests) where applicable / relevant will be returned to the applicants. The Fund has received a letter of eligibility from the SGX-ST for the listing and quotation of the Singapore Shares on the SGX-ST.

The SGX-ST assumes no responsibility for the correctness of any statements or opinions expressed or reports contained in this Singapore Prospectus. The Fund’s eligibility-to-list and admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Fund or the Singapore Shares of the Fund. If you are in any doubt about this Singapore Prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

# **SSGA SPDR ETFs Europe I Plc**

**State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF**

(the “**Fund**”)

## **Singapore Prospectus**

This Singapore Prospectus incorporates and is not valid without the Irish base prospectus dated 19 February 2026 relating to the Company (the “**Irish Prospectus**”), the supplement entitled the “Global Supplement” which is issued with the Irish Prospectus (the “**Global Supplement**”), and the relevant supplement(s) containing information relating to each sub-fund of the Company (each, a “**Relevant Supplement**”). **Unless the context otherwise requires, terms defined in the Irish Prospectus shall have the same meaning when used in this Singapore Prospectus.**

**You should note that the Irish Prospectus, the Global Supplement and the Relevant Supplements may be updated from time to time, and apart from the Relevant Supplement relating to sub-fund(s) of the Company that are offered for investment to the Singapore public pursuant to this Singapore Prospectus, there are other Relevant Supplements relating to other sub-funds of the Company that are not offered for investment to the Singapore public pursuant to this Singapore Prospectus and are hence not attached to this Singapore Prospectus.**

SSGA SPDR ETFs Europe I Plc (the “**Company**”) is an investment company with variable capital constituted as an umbrella fund with segregated liability between sub-funds under the laws of Ireland and is constituted outside Singapore. SSGA SPDR ETFs Europe I Plc has appointed State Street Global Advisors Singapore Limited as the Singapore Representative and agent for service of process in Singapore.

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## IMPORTANT INFORMATION

The collective investment scheme offered in this Singapore Prospectus, namely, State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF (the "**Fund**"), established as a sub-fund of SSGA SPDR ETFs Europe I Plc (the "**Company**"), is a recognised scheme under the Securities and Futures Act 2001 of Singapore (the "**SFA**").<sup>1</sup>

A copy of this Singapore Prospectus has been lodged with and registered by the Monetary Authority of Singapore (the "**Authority**"). The Authority assumes no responsibility for the contents of this Singapore Prospectus. The registration of this Singapore Prospectus by the Authority does not imply that the SFA or any other legal or regulatory requirements have been complied with. The Authority has not, in any way, considered the investment merits of the Fund.

This Singapore Prospectus incorporates and is not valid without the Irish Prospectus, the Global Supplement and the Relevant Supplement(s). **Unless the context otherwise requires, terms defined in the Irish Prospectus shall have the same meaning when used in this Singapore Prospectus. Certain defined terms can be found in Schedule I ("Definitions") to the Irish Prospectus.**

**This Singapore Prospectus is registered with the Authority on 5 August 2026. This Singapore Prospectus shall be valid for a period of 12 months after its date of registration (i.e. up to and including 4 August 2027) and shall expire on 5 August 2027.**

The directors of the Company (the "**Directors**") collectively and individually accept full responsibility for the accuracy of the information given in this Singapore Prospectus and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Singapore Prospectus constitutes full and true disclosure of all material facts about the Fund and the Directors are not aware of any facts the omission of which would make any statement in this Singapore Prospectus misleading. Where information in this Singapore Prospectus has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Singapore Prospectus in its proper form and context.

You should seek professional advice to ascertain (a) the possible tax consequences, (b) the legal requirements and (c) any foreign exchange restrictions or exchange control requirements, which you may encounter under the laws of the country of your citizenship, residence or domicile, and which may be relevant to the subscription, holding or disposal of the Shares. If you have any doubt about the contents of this Singapore Prospectus, you should consult your broker, bank manager, legal adviser, accountant, tax or other financial adviser.

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<sup>1</sup> "SPDR®" is a registered trademark of Standard & Poor's Financial Services LLC ("**S&P**") and has been licensed for use by State Street Corporation. No financial product offered by State Street Corporation or its affiliates is sponsored, endorsed, sold or promoted by S&P or its affiliates, and S&P and its affiliates make no representation, warranty or condition regarding the advisability of buying, selling or holding units/shares in such products. Standard & Poor's®, S&P®, SPDR®, S&P 500® are registered trademarks of Standard & Poor's Financial Services LLC and have been licensed for use by State Street Corporation. Since the launch of the first US exchange traded fund in 1993, State Street Investment Management has launched US and European exchange traded funds using S&P's registered trademark "SPDR®". State Street Investment Management has also used S&P's registered trademark "SPDR®" in the name of their current range of exchange traded funds offered in Singapore, namely the SPDR® Straits Times Index ETF, SPDR® Gold Shares, SPDR® S&P 500® ETF Trust and SPDR® Dow Jones Industrial Average ETF Trust.

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You are advised to carefully consider the information factors set out under the “Risk Information” section of the Irish Prospectus, the “Investment Risks” section in the Relevant Supplement(s), and refer to Paragraph 5 of this Singapore Prospectus.

**You should note that certain Funds may invest in financial derivative instruments for efficient portfolio management and/or hedging purposes.**

No person has been authorised to give any information or to make any representation in connection with the offering of the Shares other than those contained in this Singapore Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. The delivery of this Singapore Prospectus shall not, under any circumstances, create any implication that the affairs of the Company and/or the Fund have not changed since the date of this Singapore Prospectus. **To reflect material changes, this document may be updated from time to time and you should check whether any more recent Singapore Prospectus is available.**

This Singapore Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such an offer or solicitation.

**As at the date of this Singapore Prospectus, the Singapore Shares<sup>2</sup> of the Fund are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 (the “SF(CMP)R”) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products (collectively, the “MAS Notices”).**

**IMPORTANT: PLEASE READ AND RETAIN THIS SINGAPORE PROSPECTUS (AND THE ACCOMPANYING PROSPECTUS) FOR FUTURE REFERENCE.**

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<sup>2</sup> “Singapore Shares” means Shares in the Class(es) of Shares of the Fund which are (to be) listed and traded on the SGX-ST, as described in the relevant Schedule to this Singapore Prospectus.

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## DIRECTORY

**The Company:**

SSGA SPDR ETFs Europe I Plc  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Directors of the Company:**

Ms Barbara Healy  
Ms Rebecca Bridger  
Mr Lim Siong Kwong (Benjamin) Lam Thuon  
Mine  
Mr Tom Coghlan  
Mr Eric Linnane

**Management Company and Investment Manager:**

State Street Global Advisors Europe Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Board of Directors of the Management Company:**

Mr Nigel Wightman  
Ms Ann Prendergast  
Mr Eric Linnane  
Mr Scott Sanderson  
Dr Margaret Cullen  
Ms Marie-Anne Heeren  
Mr Patrick Mulvihill

**Depository:**

State Street Custodial Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2 Ireland

**Administrator and Registrar:**

State Street Fund Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2 Ireland

**Company Secretary:**

Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Auditors:**

Ernst & Young  
EY Building  
Harcourt Centre  
2 Harcourt Street,  
Dublin 2, D02 YA40,  
Ireland

**Legal Advisors in Singapore:**

Allen & Gledhill LLP  
One Marina Boulevard #28-00  
Singapore 018989

**Singapore Representative:**

State Street Global Advisors Singapore Limited  
168 Robinson Road, #33-01  
Capital Tower  
Singapore 068912

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## 1. General Information

### 1.1 The Company

The Company is an open-ended investment company with variable capital which was incorporated in Ireland on 5 January 2011 under registration number 493329 and is authorised by the Central Bank of Ireland (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 sub-funds, in that the Directors may from time to time, with the prior approval of the Central Bank, create different series of Shares effected in accordance with the requirements of the Central Bank representing separate portfolios of assets, each such series comprising a sub-fund. Each sub-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 sub-fund in satisfaction of a liability of any other Fund.

The portfolio of assets maintained for each series of Shares and comprising a sub-fund will be invested in accordance with the investment objectives and policies applicable to such sub-fund as specified in the relevant supplement relating to the sub-funds of the Company. Different Shares shall be designated as either ETF Shares (being Shares that are intended to be actively traded on a secondary market) or Non-ETF Shares (being Shares which are not listed or actively traded on a secondary market).<sup>3</sup> Shares may be divided into different Classes to accommodate, amongst other things, the distinction between ETF Shares and Non-ETF Shares, different dividend policies, charges, fee arrangements (including different total expense ratios), currencies, or to provide for foreign exchange hedging in accordance with the policies and requirements of the Central Bank from time to time.

You can inspect copies of the memorandum and articles of association of the Company for the time being in force (and as may be modified from time to time) (the “**Articles**”), free of charge, at the registered office of the Company at 78 Sir John Rogerson’s Quay, Dublin 2, Ireland, or by contacting the Singapore Representative of the Fund, 168 Robinson Road, #33-01, Capital Tower, Singapore 068912 during normal Singapore business hours.

### 1.2 The Fund

The following sub-fund(s) of the Company are currently offered in Singapore pursuant to this Singapore Prospectus (each a “**Fund**” and, collectively, the “**Funds**”):

| <u>Fund</u>                                                            | <u>Base Currency</u> |
|------------------------------------------------------------------------|----------------------|
| State Street SPDR J.P. Morgan Saudi Arabia<br>Aggregate Bond UCITS ETF | US Dollar            |

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<sup>3</sup> For further details relating to ETF Shares and Non-ETF Shares, please refer to the “Purchase and Sale Information” section and Schedule I (“Definitions”) of the Irish Prospectus.

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Separate Classes of Shares may from time to time be issued under a Fund. Please refer to the “General Information” section in the Irish Prospectus under the heading “The Company” for further details.

All the Shares in the Funds have been designated as ETF Shares.

This Singapore Prospectus describes and offers Shares of the Class(es) of each Fund which are (to be) listed and traded on the SGX-ST (the “**Singapore Shares**”) as set out in the relevant Schedule to this Singapore Prospectus.

## **2. Management**

### **2.1 The Company**

As far as the Company is aware, as at the date of this Singapore Prospectus, none of the directors of the Company nor any of their associates is or will become entitled to receive any part of any brokerage charged to a Fund, or any part of any fees, allowances or benefits received on purchases charged to a Fund.

As far as the Company’s board of directors (with responsibility for all Company matters, including but not limited to functions of an audit committee) is aware after making all reasonable enquiries and to the best of their knowledge and belief, as at the date of this Singapore Prospectus, nothing has come to the attention of the Company’s board of directors (with responsibility for all Company matters, including but not limited to functions of an audit committee) to cause it to believe that the person appointed as the chief financial officer (or its equivalent rank) does not have the competence, character and integrity expected of a chief financial officer (or its equivalent rank) of a listed issuer.

None of the independent directors of the Company sits on the board of its principal subsidiaries (if any) that are based in jurisdictions other than Singapore.

Full details on the management and administration of the Company are set out in the “Management” section of the Irish Prospectus.

### **2.2 The Directors of the Company**

The Directors of the Company are listed below with their principal occupations. You may obtain information on the directorships held by the Directors by contacting the Company. The list of directorships held by the Directors of the Company will also be announced on the SGXNET.

#### **Barbara Healy**

Barbara is a chartered accountant by profession and has over 26 years’ experience in the asset management industry. Barbara is Central Bank of Ireland authorised and approved. From 2004 to 2009, Barbara was Global Head of Operations for JPMorgan Hedge Fund Services incorporating the role of Executive Director and Head of Technical Solutions in Europe, Middle East and Africa (“**EMEA**”) and Asia. During her tenure assets grew from \$5 billion to \$100 billion, positioning the firm as a top-tier service provider in the hedge fund administration market. Barbara previously ran operations for Tranaut Fund Administration Ltd from 2002 to 2004 which was subsequently acquired by JPMorgan, and before this was Director of Accounting for SEI Investments Europe. Barbara has also worked in fund

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accounting positions in Banker's Trust and Chase Manhattan. Since 2009 she has been serving as a non-executive director to Irish and Cayman domiciled funds (UCITS and non-UCITS) and management companies. Barbara holds a Bachelor of Commerce Degree (Honours) and a Post-Graduate Diploma in Professional Accounting. She is a member of the Institute of Chartered Accountants in Ireland (FCA) and is also a member of the Institute of Directors in Ireland. Barbara attended the High Performance Boards Corporate Governance Programme at IMD, Lausanne, Switzerland, 2011.

### **Rebecca Bridger**

Ms Bridger is a qualified solicitor (non-practising) who works as the Head of EMEA Funds Management in the EMEA Funds Management Team for State Street Investment Management. In her role, she manages and oversees the day to day product life cycle of State Street Investment Management's European domiciled pooled funds. Prior to joining State Street Investment Management, Ms Bridger worked at Walbrook Capital LLP, a family office, as in-house counsel advising on all matters ranging from governance to negotiation of various commercial contracts. Prior to that, Ms Bridger joined BGI/ Blackrock in the product team with a primary focus on Irish and Cayman fund governance. During her time at BGI, Ms Bridger also worked on the legal and governance aspects of the acquisition of BGI's pooled funds by Blackrock.

Ms Bridger trained and qualified in 2009 as a solicitor with Eversheds LLP. Ms Bridger graduated from the University of Exeter with a law degree and subsequently from the College of Law having successfully completed her Legal Practice Course.

### **Lim Siong Kwong (Benjamin) Lam Thuon Mine**

Benjamin Lam has over 31 years' experience in the financial services industry. Benjamin graduated from the University of Manchester and qualified as a Chartered Accountant in the UK and Luxembourg. He moved to Luxembourg in 1993 and was a senior audit partner for more than 20 years at Deloitte Luxembourg. He was also Deloitte global coleader for their Investment Management audit practice from 2017 to 2019 and led Deloitte Luxembourg Investment Management and financial services group from 2017 to 2019. He served on various CSSF (Luxembourg Financial regulator) committees and was a member of the Luxembourg government group "Haute Comité de la Place Financière", a think tank group to develop the asset management industry in Luxembourg. Benjamin was also a member of the ALFI group and founding member of the Luxembourg private equity association (LPEA) group. He is a member of the jury and examiner for the Professional Chartered Accountancy qualifications (Institut des Réviseurs d'Entreprises) in Luxembourg.

### **Tom Coghlan**

Mr. Tom Coghlan is a Certified Investment Fund Director with the Institute of Banking and has in-depth knowledge of the investment fund sector along with governance, oversight and control expertise. Mr. Coghlan is Central Bank of Ireland authorised and approved. A Fellow of the Institute of Chartered Accountants in Ireland, Mr. Coghlan qualified from PricewaterhouseCoopers. He was a Director of Citi Global Markets and Head of Pan European Equity Sales in Ireland from 2004 to 2013 with responsibility for a diverse client base, including 'long only' institutions, hedge funds, thematic funds and structured product providers. From 2000 to 2004 he was a Senior Portfolio Manager in the wealth management

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division of NCB Stockbrokers. Mr. Coghlan holds a Bachelor of Arts from UCD in Pure Economics and became a registered stockbroker of the Irish Stock Exchange in 2000.

### **Eric Linnane**

Eric Linnane has over 31 years' experience in the financial services industry and is a Managing Director of the Management Company. Eric holds the position of Head of Investment Operations and Outsourcing at the Management Company.

Before joining State Street Global Advisors Ireland Limited, Eric held a number of positions in the Bank of Ireland Group Treasury and Retail Banking divisions. Eric joined SSIM Ireland in 1997 as an operations specialist and led a number of different teams in the firm's Middle Office and Relationship Management areas before taking up his current role. Eric's roles and responsibilities included leading teams within the Portfolio Construction Team responsible for pre and post trade portfolio compliance, trade order generation, trade allocations, trade settlement, currency management, and in specie / asset transfers across multiple asset classes providing Eric with significant experience in Front, Middle and Back Office Operations. Eric also led teams within the Relationship Management area of State Street Global Advisors Ireland Limited responsible for client relationship management, marketing, business and sales support and performance reporting providing Eric with experience in direct client servicing and relationship management. Eric took up his current role in 2013 which includes the management of the outsourcing framework for the Management Company. Eric holds a Bachelor of Commerce Degree from the University College Dublin and holds the Professional Designation of Certified Investment Fund Director. He is a director of State Street ICAV and previously held director positions on the Boards of State Street Global Advisors Ireland Limited..

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 Depositary; (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 Registrar.

A Director may vote their own shares at, or be part of a quorum for, any meeting to approve any matter which they have a material interest in the business to be conducted. The relevant Director shall seek to manage such conflicts in accordance with the conflicts of interest policy of the Company as set out in the Irish Prospectus and in the best interests of Shareholders.

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

Please refer to the "Management" section of the Irish Prospectus under the heading "Directors" for further details.

## **2.3 The Management Company and the Investment Manager**

The Company has appointed State Street Global Advisors Europe Limited as the management company (the "**Management Company**") to be responsible for the day-to-day

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management of its affairs subject to the overall supervision of the Directors pursuant to a management agreement dated 1 August 2021 (the “**Management Agreement**”). The Management Company is responsible for the investment management of the assets of the Company, the administration of the Company and the implementation of the Company’s and its sub-funds’ distribution and marketing policy.

The Management Company is a private company limited by shares, which was incorporated in Ireland on 4th December 1974 under registration number 49934 and is authorised by the Central Bank under the UCITS Regulations as a UCITS management company.

State Street Global Advisors Europe Limited also serves as the investment manager (the “**Investment Manager**”) to each sub-fund of the Company and, subject to the supervision of the Directors, is responsible for the investment management of the sub-funds of the Company pursuant to the Management Agreement. The Investment Manager provides an investment management programme for each sub-fund and manages the investment of the sub-funds’ assets. The Investment Manager and other affiliates of State Street Corporation, including State Street Investment Management (“**State Street IM**”), make up the asset management business of State Street Corporation.

The Investment Manager provides investment management services to the sub-funds of the Company and has established a Polish branch through which it may also provide these services.

The Investment Manager is authorised by the Central Bank and its investment management business includes but is not limited to management of other Irish authorised collective investment schemes.

The Investment Manager has been managing collective investment schemes or discretionary funds since its incorporation in 1974.

State Street Global Advisors Europe Limited will remain appointed as the Management Company and/or Investment Manager until it is removed or replaced in accordance with the Management Agreement. In the event of State Street Global Advisors Europe Limited becoming insolvent, the Company will appoint a new entity as the Management Company and Investment Manager.

The share capital of State Street Global Advisors Europe Limited is €312,525.

The directors and key executives of the Management Company are set out below. The address of the directors of the Management Company is the registered office of the Management Company. **The list of directors and key executives of the Management Company may be changed from time to time without notice.**

(a) Directors

**Nigel Wightman**

Nigel Wightman has over 41 years’ experience in the asset management industry. He started his career as a fund manager in 1976 in London before holding management positions for NM Rothschild first in London, managing its international and retail asset management businesses and then in Hong Kong, overseeing its Asia Pacific businesses. He spent 8 years as head of State Street IM in London and joint Managing Director for State

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Street IM in Europe. During his executive career Nigel was a director of a number of investment management companies as well as closed and open-ended investment funds in jurisdictions including Ireland, the United Kingdom ("UK"), Luxembourg, Hong Kong and Canada.

Nigel holds a BA and MA in Politics, Philosophy & Economics (1st class honours) and an MPhil in Economics from Oxford University and is an Honorary Fellow of Brasenose College Oxford. In recent years, he has been a non-executive director of a number of fund management and investment management companies and is currently a non-executive director of four such companies of which he is chair of three; he also sits on the investment committees of three charities. Nigel has spent 5 years as a non-executive director at the Management Company. Nigel is the chair of the Nominations Committee and the Organisational Effectiveness Director for the Management Company.

### **Margaret Cullen**

Margaret Cullen is a specialist in the areas of corporate and investment fund governance. She is CEO and Academic Director of the Certified Investment Fund Director Institute (CIFDI), a not for profit specialist institute of the Institute of Banking (IoB), which focuses on raising professional standards in investment fund governance.

She has held senior positions at ABN AMRO International Financial Services Company, the Central Bank of Ireland, JP Morgan Bank Ireland plc and RBC Dexia Investor Services Ireland Limited. Margaret lectures extensively on corporate, bank and investment fund governance for the IoB. She is an assistant professor for the University College Dublin (UCD) Centre of Corporate Governance, lecturing on the Professional Diploma in Corporate Governance in the areas of executive remuneration and behavioural aspects of boards.

Margaret holds a BA in Economics from University College Dublin, an MSc in Investment and Treasury from Dublin City University and a PhD in corporate governance from University College Dublin and also serves as a non-executive director on the boards of two other financial services organisations. Margaret has been a non-executive director of the Management Company since 2018. Margaret is the chairperson of the Audit Committee for the Management Company.

### **Ann Prendergast**

Ann Prendergast is the executive vice president and head of the Europe, Middle East and Africa (EMEA) region for State Street IM. She is a member of the State Street IM Operating Group and chairs the EMEA Executive Committee.

Ann is chief executive officer of State Street Global Advisors Europe Ltd, the entity with responsibility for State Street Investment Management's European Union businesses. Previously, she led the sales and marketing team for the Irish market, having joined the organization in 2000.

Prior to joining State Street IM, Ann worked for the Bank of Ireland Group in both their fund administration and private banking divisions.

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Ann holds a degree in business studies from the University of Limerick, is a member of the Association of Chartered Certified Accountants (ACCA) and is a Certified Investment Fund Director (CIFD).

**Eric Linnane**

Eric Linnane has over 31 years' experience in the financial services industry and has been a Managing Director of the Management Company since 2013. Eric holds the position of Head of Investment Operations and Outsourcing at the Management Company.

Before joining State Street Global Advisors Ireland Limited, Eric held a number of positions in the Bank of Ireland Group Treasury and Retail Banking divisions. Eric joined SSGA Ireland in 1997 as an operations specialist and led a number of different teams in the firm's Middle Office and Relationship Management areas before taking up his current role. Eric's roles and responsibilities included leading teams within the Portfolio Construction Team responsible for pre and post trade portfolio compliance, trade order generation, trade allocations, trade settlement, currency management, and in specie / asset transfers across multiple asset classes providing Eric with significant experience in Front, Middle and Back Office Operations. Eric also led teams within the Relationship Management area of State Street Global Advisors Ireland Limited responsible for client relationship management, marketing, business and sales support and performance reporting providing Eric with experience in direct client servicing and relationship management. Eric took up his current role in 2013 which includes the management of the outsourcing framework for the Management Company. Eric holds a Bachelor of Commerce Degree from the University College Dublin and holds the Professional Designation of Certified Investment Fund Director. He is a director of State Street ICAV and previously held director positions on the Boards of State Street Global Advisors Ireland Limited.

**Scott Sanderson**

Scott Sanderson is a Managing Director of State Street Global Advisors Limited and the Chief Financial Officer for State Street IM in EMEA, having joined State Street IM in 2018. He is responsible for supporting State Street IM's EMEA regional business leaders, so that they may execute and deliver on the business objectives set by the State Street IM group. He is also responsible for all aspects of the financial governance of the State Street IM EMEA entities. Scott has over 23 years' experience in asset management and prior to joining State Street IM and has held various senior finance roles, including positions at Columbia Threadneedle Investments and Bank of New York Mellon, and has served as executive and non-executive director on various investment management and fund management companies. Scott holds an honours degree in Accounting and Financial Analysis from Warwick University and is a member of the Institute of Chartered Accountants in England and Wales. Scott serves as a non-executive director on a number of boards, including the Management Company since 2018 and was previously an executive director on the board of State Street Global Advisors Ireland Limited. Scott is a member of the Management Company's Audit Committee.

**Marie-Anne Heeren**

Marie-Anne Heeren is Senior Managing Director, Head of the Institutional client group for Europe, Branch Manager for the Company's Belgian Branch. She has been a director of the

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Management Company since 2022. In this role she leads the effort for Business Development, Relationship Management and Client Service in Europe. She is a member of State Street IM's Senior Leadership Team and the European Executive Management Team. Previously, Marie-Anne held the positions of Belgium Branch Manager at SSGAIL and Head of Continental Europe at SSGAIL. Marie-Anne was also a director on the Board of SSGAIL.

Prior to joining State Street IM in 2005, Marie-Anne worked at JP Morgan Chase for 5 years, in both London and Brussels. She started with the training program in New York, gaining experience in the Corporate Credit Markets. During her last 2 years at the JP Morgan Brussels office, Marie-Anne held a position in credit sales for Institutional Investors in the Benelux region.

Marie-Anne holds a Law degree from the Catholic University of Leuven, Belgium and Heidelberg University, Germany.

**Patrick Mulvihill**

Patrick Mulvihill has over 36 years' experience of international financial services and he has an in-depth knowledge of financial and management reporting, regulatory compliance, operational, risk and credit matters within significant international financial institutions. Throughout his career he has been involved in the development and oversight of major IT infrastructure investment supporting his areas of responsibility.

Mr Mulvihill spent much of his career at Goldman Sachs holding a number of senior management roles based in London and New York. He retired in 2006 as Managing Director: Global Head of Operations, based in London, covering all aspects of Capital Markets Operations, Asset Management Operations and Payment Operations. Prior to this he was Managing Director: Co-Controller based in New York and responsible for all aspects of Accounting and Regulatory reporting. He has been a director of the Management Company since 2021.

Mr Mulvihill holds a Bachelor of Commerce Degree from University College Cork and is a Fellow of Chartered Accountants Ireland. In more recent years he has been a non-executive director of a number of financial services companies in Ireland covering Banking, Brokerage and Fund Management and Administration and has been the chair of Audit and Risk Committees.

(b) Key Executives

As at the date of this Singapore Prospectus, there are no key executives other than the members of the board of directors of the Management Company.

As far as the Company is aware, as at the date of this Singapore Prospectus, neither the Management Company nor any of its associates is or will become entitled to receive any part of any brokerage charged to a Fund, or any part of any fees, allowances or benefits received on purchases charged to a Fund.

The Investment Manager, its connected persons (if any) and any of its directors may vote their own shares at, or be part of a quorum for, any meeting to approve any matter which they have a material interest in the business to be conducted. The Investment Manager and

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any of its directors shall seek to manage such conflicts in accordance with the conflicts of interest policy of the Investment Manager and in the best interests of Shareholders.

Further details on the Management Company and the Investment Manager are set out in the “Management” section of the Irish Prospectus under the headings “The Management Company” and “Investment Manager”.

## **2.4 Sub-Investment Managers**

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 sub-funds of the Company as the Investment Manager and any Sub-Investment Manager may from time to time agree. A Sub-Investment Manager may further delegate its powers to another Sub-Investment Manager. Any such appointments will be subject to prior approval of the Board and in accordance with the requirements of the Central Bank. Details of Sub-Investment Managers appointed to any sub-fund of the Company will be available to Shareholders on request and will be disclosed either in the sub-fund’s Relevant Supplement or in the periodic reports of the Company. Fees payable to any Sub-Investment Manager appointed by the Investment Manager or Sub-Investment Manager shall be paid by the Management Company out of the TER (as defined in Paragraph 4 of this Singapore Prospectus).

**The list of Sub-Investment Managers may be changed from time to time without notice.**

As at the date of this Singapore Prospectus, State Street Global Advisors Limited has been appointed as a Sub-Investment Manager in respect of the Fund. State Street Global Advisors Limited, which was incorporated on 8 June 1990, is domiciled in England and has been managing collective investment schemes or discretionary funds since 1990. State Street Global Advisors Limited is regulated by the Financial Conduct Authority in the UK. The Sub-Investment Manager’s registered office is 20 Churchill Place, Canary Wharf London E14 5HJ. The Sub-Investment Manager and other affiliates of State Street Corporation, including State Street IM, make up the asset management business of State Street Corporation.

State Street Global Advisors Limited will remain appointed as a Sub-Investment Manager until it is removed or replaced in accordance with the relevant sub-investment management agreement dated 1 August 2021.

If any one of the Sub-Investment Managers becomes insolvent, the relevant Sub-Investment Manager may be replaced with a new entity if the Investment Manager or appointing Sub-Investment Manager (as the case may be) deems necessary, otherwise responsibility for management will remain with the Investment Manager.

The share capital of State Street Global Advisors Limited is £62,350,000.

The address of the directors of the relevant Sub-Investment Manager is the registered office of such Sub-Investment Manager.

### **(a) Directors**

**Stephen Richard Yeats**

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Stephen is a Senior Managing Director and Global Head of Systematic Fixed Income. He is also UK CEO. In his fixed income role, Stephen is responsible for over \$700bn of fixed income assets, and a team of more than 40 investment professionals, working in seven locations globally. As UK CEO, Stephen is responsible for the strategic direction and leadership of State Street Investment Management's UK entity.

Stephen is a member of State Street Investment Management's Executive Management Group as well as the EMEA ExCo.

He graduated with a Masters Degree in Chemical Engineering from Nottingham University and has also earned the Chartered Financial Analyst designation. He is a member of the UK Society of Investment Professionals and the CFA Institute.

#### **Scott Sanderson – Executive Director**

Scott Sanderson is a Managing Director of State Street Global Advisors Limited and the Chief Financial Officer for State Street IM in EMEA, having joined State Street IM in 2018. In his role Scott is responsible for supporting State Street IM's EMEA regional business leaders, so that they may execute and deliver on the business objectives set by the State Street IM group. He is also responsible for all aspects of the financial governance of the State Street IM EMEA entities.

Scott has over 21 years' experience in asset management and prior to joining State Street IM has held various senior finance roles, including positions at Columbia Threadneedle Investments and Bank of New York Mellon. Scott holds an honours degree in Accounting and Financial Analysis from the University of Warwick and is a member of the Institute of Chartered Accountants in England and Wales.

#### **Ted Sotir – Non-Executive Director**

Ted is a Non-Executive Director, appointed in 2018.

Ted was a Partner at Goldman Sachs and was with the firm for 30 years. Ted has held a number of leadership and governance roles at GSAM and was Chairman of GSAMs non-US fund business for the last 21 years.

#### **Karen Sharpe – Non-Executive Director**

Karen Sharpe is a non-executive director of State Street Global Advisors Limited, appointed in 2018 with a key focus on technology, compliance, risk and audit. She is Chair of the Audit Risk and Compliance Committee (ARCC), which was established in 2022. She also serves as an independent non-executive director on the Board of Goldman Sachs Asset Management International, where she chairs the Board Risk and Nominations Committees. Karen is a trustee and director of a charity local to her home, the Suffolk Agricultural Association, where she serves as Chair of the Audit, Risk and Investment Committees.

Prior to becoming a director, Karen led a team at PwC, providing third party assurance services to UK Asset Managers and their service providers. She was the UK firm's national subject matter expert in this area.

In her earlier career, Karen held senior positions at Norwich Union General Insurance, Deloitte & Touche, British Aerospace plc and the National Audit Office. She also previously

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served as the president, treasurer and board member of the London Chapter of ISACA, a global professional association for IT auditors.

Karen earned a BA in business studies from the University of Central Lancashire and is a Chartered Accountant. She is a fellow of the Institute of Chartered Accountants in England and Wales (“ICAEW”), and served on the ICAEW’s East region committee. She is a member of the Women on Boards network and the founder of PwC’s Women in Risk network.

**Alistair Byrne – Executive Director**

Alistair is a Managing Director and Head of Retirement Strategy and UK Distribution at State Street IM. He leads our UK Institutional Distribution team and is also responsible for thought leadership and our investment proposition for major pensions markets in Europe.

Prior to joining State Street in 2014, Alistair was a Senior DC Investment Consultant at Willis Towers Watson, where he advised a number of large DC plans and led a team of DC consultants and analysts. He has over 25 years investment experience, as a consultant, business school academic, and in a number of senior investment roles at Aegon UK.

Alistair is a CFA charterholder and has a PhD in finance from the University of Strathclyde.

**Ann Prendergast – Executive Director**

Ann Prendergast is executive vice president and head of the EMEA region for State Street IM, the investment management arm of State Street. She is a member of the State Street IM Operating Group and chairs the EMEA Executive Committee.

In her role, Ann has responsibility for spearheading the firm’s growth aspirations in EMEA and providing oversight for our broader activities in the region. She brings deep knowledge and understanding of our business to her role, having spent more than two decades of her career with State Street IM.

Previously, Ann was chief executive officer of State Street Global Advisors Europe Ltd, the entity with responsibility for State Street IM’s European Union businesses. Earlier, she led the sales and marketing team for the Irish market, having joined the organization in 2000.

Prior to joining State Street IM, Ann worked for the Bank of Ireland Group in both their fund administration and private banking divisions.

Ann holds a degree in business studies from the University of Limerick, is a member of the Association of Chartered Certified Accountants (ACCA) and is a Certified Investment Fund Director (CIFD).

(b) Key Executives

As at the date of this Singapore Prospectus, there are no key executives other than the members of the board of directors of the Sub-Investment Manager.

As far as each Sub-Investment Manager is aware, as at the date of this Singapore Prospectus, neither of each Sub-Investment Manager nor any of its associates is or will become entitled to receive any part of any brokerage charged to a Fund, or any part of any fees, allowances or benefits received on purchases charged to a Fund.

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Further details on the Sub-Investment Managers are set out in the “Management” section of the Irish Prospectus under the heading “Sub-Investment Manager”.

## **2.5 Other Parties**

### **2.5.1 The Singapore Representative**

State Street Global Advisors Singapore Limited has been appointed by the Company as the representative for the Fund in Singapore (the “**Singapore Representative**”) for the purposes of performing administrative and other related functions relating to the offer of Singapore Shares in the Funds under Section 287 of the SFA and such other functions as the Authority may prescribe.

Key functions carried out, or procured to be carried out, by the Singapore Representative in respect of a Fund in Singapore include:

- (i) facilitating:
  - (a) the issue and redemption of Singapore Shares in the Fund;
  - (b) the publishing of the most recent Net Asset Value per Share or sale and purchase prices of Singapore Shares in the Fund;
  - (c) the sending of reports of the Company or the Fund to Shareholders in Singapore;
  - (d) the furnishing of such books relating to the sale and redemption of Singapore Shares in the Fund as the Authority may require;
  - (e) the inspection of instruments constituting the Company and the Fund; and
- (ii) maintaining for inspection in Singapore a subsidiary register of Shareholders who subscribed for or purchased the Singapore Shares of a Fund in Singapore<sup>4</sup> or maintaining in Singapore any other facility that enables the inspection or extraction of the equivalent information.

The Singapore Representative has also been appointed by the Company to act as the Company’s local agent in Singapore to accept service of process on behalf of the Company.

### **2.5.2 The Depositary**

The Company has appointed State Street Custodial Services (Ireland) Limited to act as Depositary of all of the Company’s assets, pursuant to an agreement between the Company and the Depositary dated 11 October 2016, as may be further amended from time to time (the “**Depositary Agreement**”). The Depositary is regulated by the Central Bank. The Depositary is a private limited company incorporated in Ireland on 22 May 1991.

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<sup>4</sup> For so long as the Singapore Shares of the Fund are listed and traded on the SGX-ST, the Singapore Shares of the Fund will be held in the name of the CDP or its nominee and held by the CDP for and on behalf of persons who maintain, either directly or through depository agents, securities accounts with the CDP. Persons named as direct securities account holders and depository agents in the depository register maintained by the CDP will be treated as beneficial Shareholders in respect of the number of the Singapore Shares of the Fund credited to their respective securities accounts.

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The Depositary has been entrusted with following main functions:

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

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

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

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Schedule III to the Irish Prospectus.

If the Depositary becomes insolvent, the Company will replace the Depositary with a new entity.

The share capital of State Street Custodial Services (Ireland) Limited is £200,000.

The Depositary is part of an international group of companies and businesses that, in the ordinary course of their business, act simultaneously for a large number of clients, as well as for their own account, which may result in actual or potential conflicts. Conflicts of interest arise where the Depositary or its affiliates engage in activities under the depositary agreement or under separate contractual or other arrangements. The Depositary and its connected persons (if any) may vote their own shares at, or be part of a quorum for, any meeting to approve any matter which they have a material interest in the business to be conducted.

While the Investment Manager and the Depositary are both companies in the State Street Corporation group of companies, they are separate legal entities which are functionally and operationally separate.

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You can find further details on the Depositary and relevant Conflicts of Interest in the “Management” section of the Irish Prospectus under the heading “The Depositary”.

### **2.5.3 Administrator and Registrar**

State Street Fund Services (Ireland) Limited (the “**Administrator**”) has been pursuant to an administration agreement dated 7 March 2011 as amended on 30 September 2014 and 11 November 2016 and as amended by a novation and amendment agreement effective as of 1 August 2021, as may be further amended from time to time (the “**Administration Agreement**”) to provide administration services to the Management Company in respect of the Company. The Administrator has also been appointed by the Management Company to act as the registrar in relation to the Shares in the sub-funds of the Company pursuant to the Administration Agreement.

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 Administrator shall establish, maintain and update on a timely basis the register of Shareholders of the sub-funds of the Company, which shall remain the property of the Company and hold the same open for inspection by persons entitled to inspect the register. The Administrator shall keep or cause to be kept at its premises in Ireland the register of Shareholders of the sub-funds of the Company and all other books and records to give a complete record of all activities carried out by it in relation to the Shares of the sub-funds of the Company and such other books, records and statements as may be required by law.

As long as the Singapore Shares of the Fund are listed, quoted and traded on the SGX-ST, The Central Depositary (Pte) Limited (the “**CDP**”) will be the share depository for the Singapore Shares. The persons named as the depositors in the depository register shall, for such period as the book-entry Singapore Shares of the Fund are entered against their names in the depository register, be deemed to be the beneficial Shareholders of the amount of the book-entry Singapore Shares of the Fund entered against their respective names in the depository register of the CDP. Accordingly, if you own Singapore Shares of the Fund in the CDP, you are the beneficial owner of the Singapore Shares of that Fund as shown on the records of the CDP.

You can find further details on the Administrator and the Registrar in the “Management” section of the Irish Prospectus under the heading “Administrator and Registrar”.

### **2.5.4 Auditors**

Ernst & Young serve as auditors to the Company.

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### 3. Investment Objectives and Policies

Please refer to the “General Information” section of the Irish Prospectus under the heading “Investment Objectives and Policies” and the “Investment Restrictions” section of the Irish Prospectus for full details on the investment objectives and policies and investment restrictions applicable to the Company and its sub-funds.

#### 3.1 Investment Objective and Policy of a sub-fund of the Company

The investment objectives, strategies and policies for each Fund, and the types of instruments or securities in which each Fund will invest, are set out in the relevant Schedule to this Singapore Prospectus and the Relevant Supplement for details of the investment objectives, strategies and policies of the Fund.

The assets of each sub-fund of the Company are invested in accordance with the investment restrictions contained in the UCITS Regulations which are summarised in the “Investment Restrictions” section of the Irish Prospectus and such additional investment restrictions, if any, as may be adopted by the Management Company for any sub-fund and specified in the Relevant Supplement.

#### 3.2 Investor Profile

Please refer to the relevant Schedule to this Singapore Prospectus and the Relevant Supplement for the investor profile of each Fund.

#### 3.3 Index Tracking Funds

“**Index Tracking Funds**” are Funds of the Company which seek to track the performance of an Index while seeking to minimise as far as possible the tracking difference between the Fund’s performance and that of its applicable Index. Some Funds seek to achieve this objective by using a replication strategy, an optimisation strategy, a stratified sampling strategy, a synthetic replication strategy or other strategy as determined to be the most appropriate strategy for the particular Fund by the Investment Manager. The Relevant Supplement specifies and describes the strategy the applicable Fund uses and provides details of where information on the Index tracked by that Fund may be obtained.

State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF is an Index Tracking Fund. **Please refer to the relevant Schedule to the Singapore Prospectus and the Relevant Supplement in respect of the Fund for details of the strategy the Fund uses and details of where information on the Index tracked by the Fund may be obtained.**

The following is a summary description of each of the replication strategy, optimisation strategy, stratified sampling strategy and synthetic replication strategy. More detailed information on each strategy is set out in the Relevant Supplement.

- **Replication Strategy** – this strategy seeks to physically hold all or close to all of the securities of the particular Index, with the approximate weightings as in that Index. Essentially, the portfolio of the Fund would be a near mirror-image of the particular Index.

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- **Optimisation Strategy** – this strategy seeks to build a representative portfolio that matches the risk and return characteristics of the applicable Index, including risks related to currencies, countries, sectors, industries and size. Optimisation is typically used because the applicable Index contains too many securities to efficiently purchase and, at times, certain securities included in the Index may be difficult to purchase in the open markets. Consequently, a Fund using this strategy will typically hold only a subset of the securities included in the Index.
  - **Stratified Sampling Strategy** – this strategy seeks to build a representative portfolio that matches the risk and return characteristics of the Index in the most cost efficient way, including but not limited to, risks related to currencies, countries, sectors, quality, maturity duration and issuers. Stratified sampling is typically used because the Index contains too many securities to efficiently purchase and, at times, certain securities included in the Index may be difficult, or too costly, to purchase in the open markets. Consequently, a Fund using this strategy will typically hold only a subset of the securities included in the Index.
  - **Synthetic Replication Strategy** – this strategy seeks to track the performance of an Index by entering into financial derivative contracts, such as total return swaps, with one or more counterparties. Rather than holding the underlying securities of the Index directly, the Fund receives the economic performance of the Index through these derivative instruments. This approach may be used where direct investment in the Index constituents is impractical or inefficient due to market access limitations, liquidity constraints, or cost considerations. The Relevant Supplement specifies and describes the use of synthetic replication and provides details of the counterparties and risk mitigation measures employed.

**Index Strategies and Sustainability Integration.** With these index strategies, the decision of the Investment Manager and/or Sub-Investment Manager as to whether or not to take exposure to a particular security will primarily be driven by the constituents of the relevant index which the Fund is tracking. For this reason, Sustainability Risks are not generally taken into account in the investment decisions. However, certain Funds applying an Index tracking strategy will track Indices constructed to promote a combination of environmental and social characteristics. In this instance, Sustainability Risks are integrated into the Index construction. Where Funds track such an Index, this will be set out in the Relevant Supplement. Where an ESG Screen is applied to the Fund as further described in the section titled “ESG Screening” in the Irish Prospectus and as indicated in the Relevant Supplement, the Investment Manager and/or Sub-Investment Manager may consider ESG criteria when building a representative portfolio, as described in the section “ESG Investing” of the Irish Prospectus.

Changes to the composition and/or weighting of the securities constituting the Index which is tracked by a Fund will ordinarily require corresponding adjustments or rebalancings to the Fund’s 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 or to which a Fund is exposed from time to time to the extent practicable to conform to changes in the composition and/or weighting of the Index. A Fund may also, on occasion, hold or take exposure to securities which are not included in its Index where the Investment

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Manager believes it is appropriate in light of the investment objective and investment restrictions of the Fund, or other factors. The Fund's ability to make any such proposed investment will be disclosed in the Relevant Supplement. 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 risk warning headed "Index Tracking Risk" in Paragraph 5 of this Singapore Prospectus and the "Risk Information" section of the Irish Prospectus provides further details on factors which may limit the Fund's ability to track the performance of an Index. Information on the anticipated level of tracking error in respect of a Fund can be found in the Relevant Supplement. Details of the level of tracking error experienced by a Fund are contained in the Company's most recent financial statements. Shareholders may also obtain information on the tracking error and tracking difference of the Fund (once available) from the Investment Manager's website at [www.ssga.com](http://www.ssga.com).

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 cannot obtain or process such information in relation to any Index on any Business Day, then the most recently published composition and/or weighting of that Index will be used for the purpose of all adjustments.

Investors should note that, in accordance with the requirements of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the "**Benchmark Regulation**"), the Company has adopted a benchmark contingency plan to set out the actions which the Company would take in the event that a benchmark used by a Fund materially changes or ceases to be provided (the "**Benchmark Contingency Plan**"). Actions taken by the Company on the foot of the Benchmark Contingency Plan may result in changes to the investment objectives or investment policies of a Fund and any such changes will be implemented in accordance with the requirements of the Central Bank and the terms of this Singapore Prospectus and the Irish Prospectus.

### **3.4 Use of Financial Derivative Instruments**

The use of FDIs by any Fund for hedging, investment purposes and/or for efficient portfolio management will be described in the Relevant Supplement. Efficient portfolio management means the reduction of risks, including the risk of tracking error between the performance of a Fund and the performance of the Index tracked by the relevant Fund, the reduction of costs to the Company, the generation of additional capital or income for the Company and hedging against market movements, currency exchange or interest rate risks, subject to the general restrictions outlined in the "Investment Restrictions" section of the Irish Prospectus. Hedging is a technique used to minimise an exposure created from an underlying position by counteracting the exposure by acquiring an offsetting position. The positions taken for hedging purposes will not be allowed to materially exceed the value of the assets they seek to offset. To the extent that a Fund uses FDIs, there may be a risk that the volatility of the Fund's Net Asset Value may increase. Where FDIs are traded by a Fund on a stock exchange, such exchanges must also be Recognised Markets.

Full details on the policies relating to the use of FDIs by the Funds of the Company are set out in the section "General Information" in the Irish Prospectus under the heading

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“Investment Objectives and Policies – Use of Financial Derivative Instruments”. Please refer to Paragraph 5 of this Singapore Prospectus and the “Risk Information” section in the Irish Prospectus for further details about the risks associated with the use of FDIs.

### **3.5 Use of Repurchase/Reverse Repurchase Agreements/Securities Lending Agreements**

The Company may enter into repurchase agreements, reverse repurchase agreements and securities lending agreements subject to the conditions and limits set out in the Central Bank UCITS Regulations. Repurchase agreements and securities lending agreements may be used for efficient portfolio management. Investors should review the Relevant Supplement for confirmation of whether or not a Fund of the Company uses such techniques and details of any costs and/or revenue arising from them and the identities of any entities receiving them.

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. When the Fund enters into a reverse repurchase agreement, it should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a marked to market daily basis. When the cash is callable at any time on a marked to market basis, the marked to market value of the reverse repurchase agreement should be used for the calculation of the Fund's Net Asset Value.

In contrast, in a securities 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. The Fund should ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered. Each Fund may lend its portfolio securities via a securities lending programme through an appointed securities lending agent, including State Street Bank and Trust Company acting through its London Branch and any of its affiliates, to brokers, dealers and other financial institutions desiring to borrow securities to complete transactions and for other purposes. Investors should read the risk warning headed “Conflicts of Interest Risk” in the “Risk Information” section of the Irish Prospectus for further information in relation to the risks associated with the use of affiliates to provide securities lending agency services to the Company.

Participating in a securities lending programme allows a Fund to receive the net income generated by lending its securities. All revenues from efficient portfolio management techniques, net of direct and indirect operational costs, will be returned to the relevant Fund. Pursuant to the terms of the relevant securities lending agreement, the appointed lending agent will be entitled to retain a portion of the securities lending revenue to cover all fees and costs associated with the securities lending activity, including the delivery of loans, the management of collateral and the provision of the securities lending indemnity and such

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fees paid will be at normal commercial rates. Investors should also read the risk warning headed “Securities Lending Risk” in Paragraph 5 of this Singapore Prospectus.

A Fund may only enter into securities lending agreements, repurchase agreements and reverse repurchase agreements with counterparties, which are entities with legal personality and typically located in OECD jurisdictions (and which may or may not be related to the Investment Manager, Depositary or their delegates) in accordance with the requirements of the Central Bank UCITS Regulations and where a credit assessment has been undertaken. Where the counterparty is subject to a credit rating by any agency registered and supervised by the European Securities and Markets Authority, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay. Use of the efficient portfolio management techniques described above could adversely affect the liquidity of a Fund’s portfolio and will be taken into account by the Investment Manager in managing the Fund’s liquidity risk and in this respect, investors should also read the risk warning headed “Liquidity Risk” in Paragraph 5 of this Singapore Prospectus.

Conflicts of interest may arise in connection with an investment of the Company. Subject to applicable law, the Company may engage in transactions that may trigger or result in a potential conflict of interest. These transactions include (but are not limited to):

- 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, reverse repurchase agreements and derivatives 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.

Further information and details are provided in the risk warning headed “Conflicts of Interest Risk” in the “Risk Information” section of the Irish Prospectus.

Should any potential conflicts of interest arise, such conflicts of interest will be managed in accordance with Paragraph 9 of this Singapore Prospectus. The Management Company has the discretion to lend the securities of the Funds of the Company to its related affiliates.

Full details on the policies relating to the use of repurchase agreements, reverse repurchase agreements and securities lending agreements by the Funds of the Company are set out in

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the section “General Information” in the Irish Prospectus under the headings “Investment Objectives and Policies – Use of Repurchase/Reverse Repurchase Agreements/Securities Lending Agreements” and “Investment Objectives and Policies – Collateral”. Please refer to Paragraph 5 of this Singapore Prospectus and the “Risk Information” section in the Irish Prospectus for further details about the risks associated with the use of repurchase agreements, reverse repurchase agreements and securities lending agreements. Investors should review the relevant Fund Supplement for confirmation of whether a Fund engages in securities lending, or the use of repurchase agreements or reverse repurchase agreements.

### **3.6 Risk Management**

The contribution of FDIs and the use of the other efficient portfolio management techniques described above to the risk profile of a Fund will be disclosed in its investment policies. Any use of efficient portfolio management techniques by a Fund shall not result in a change to the Fund’s investment objective nor substantially increase the risk profile of the Fund. Although a Fund may be leveraged as a result of its use of FDIs and efficient portfolio management techniques, the Fund’s resulting global exposure will not exceed its total net assets, i.e. the Fund may not be leveraged in excess of 100% of its Net Asset Value unless otherwise specified in the Relevant Supplement for a Fund.

**Each Fund’s global exposure and leverage is calculated using the commitment approach.** This approach converts each 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. Investors should refer to Paragraph 5 of this Singapore Prospectus and the “Risk Information” section in the Irish Prospectus for information in relation to the risks associated with the use of FDIs. The Management Company employs a risk management process statement in respect of each Fund which enables it to accurately measure, monitor and manage the various risks associated with FDIs, the use of efficient portfolio management techniques and the management of collateral. The Investment Manager will employ only FDIs that are covered by the risk management process, as amended from time to time. A statement of this risk management process has been submitted to and cleared by the Central Bank. In the event of a Fund proposing to use additional types of FDIs, the risk management process and the Relevant Supplement shall be amended to reflect this intention. The Management 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. The Management Company will ensure that the risk management and compliance procedures are adequate and have been implemented and that the Management Company has the necessary expertise to manage the risk relating to the use of FDIs.

### **3.7 Borrowing Money**

Each Fund may borrow money from a bank up to a limit of 10% of its Net Asset Value, but only on a temporary basis. Borrowings may be used to finance temporary cashflow mismatches. Where a Fund has foreign currency borrowings which exceed the value of a back-

to-back deposit, the Investment Manager shall ensure that excess is treated as borrowing for the purpose of Regulation 103 of the UCITS Regulations.

#### 4. Fees and Expenses

##### **Fees and charges payable by the investor**

| <b>Fees and charges payable by an investor in respect of subscription, redemption and conversion of Shares on the Primary Market*</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Duties and Charges<sup>5</sup></b>                                                                                                 | Applicable. The Directors may, in their absolute discretion, include an appropriate provision for Duties and Charges in respect of each subscription and redemption of Shares made directly with the Company. Where required for liquidity management purposes, the Directors may, in their absolute discretion, on any Dealing Day on which there are net subscriptions or redemptions, apply an appropriate provision for an Anti-Dilution Levy <sup>6</sup> . Where an Anti-Dilution levy is applied, Duties and Charges shall not be applied to the relevant subscription or redemption. Where an Anti-Dilution Levy is applied, references to the application of "Duties and Charges" throughout this Singapore Prospectus shall be construed as references to an Anti-Dilution Levy. Conversion of Shares will likewise be subject to an appropriate provision for Duties and Charges. |
| <b>Any other substantial fees and charges (i.e. 0.1% or more of the Net Asset Value of the Fund)</b>                                  | Currently nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

\* This refers to the off-exchange market whereon subscriptions, redemptions and conversion of Shares are made directly with the Company only. Generally, only

<sup>5</sup> **"Duties and Charges"** means all stamp duties and other duties, taxes, governmental charges, imposts, levies, exchange costs and commissions (including foreign exchange spreads), depositary 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 derivative contract 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.

<sup>6</sup> **"Anti-Dilution Levy"** means a fee which acts as an anti-dilution levy and covers all explicit, and where appropriate, implicit transaction costs (which will be estimated on a best efforts basis), incurred by a Fund on any Dealing Day on which there are net subscriptions or redemptions, to cover the cost of the dealing to the Fund.

Authorised Participants (as defined in Paragraph 6.1 of this Singapore Prospectus) are able to effect subscriptions, redemptions and conversion of Shares directly with the Company. All other investors may purchase and sell shares on a secondary market, such as via the SGX-ST. Please refer to Paragraph 6.3 of this Singapore Prospectus for additional details.

| <b>Fees and charges payable by investors dealing in Shares on the Secondary Market*</b> |          |  |                                                                                                                                                                                                                                                                                   |
|-----------------------------------------------------------------------------------------|----------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Subscription Charge</b>                                                              | <b>/</b> |  | N/A. Subscription, conversion and redemption charges payable to the Company are not applicable for investors trading on the secondary market.                                                                                                                                     |
| <b>Redemption Charge</b>                                                                | <b>/</b> |  |                                                                                                                                                                                                                                                                                   |
| <b>Conversion Charge</b>                                                                |          |  |                                                                                                                                                                                                                                                                                   |
| <b>Other fees and charges</b>                                                           |          |  | Investors buying and selling Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) may incur fees and additional taxes in doing so. <b>You should check with your intermediary as to whether any fees and additional taxes are applicable.</b> |

#### **Fees and charges payable in respect of each Fund**

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”.

After deduction and payment of Directors’ fees and expenses and the Auditors’ fees and expenses, (both of which are included in the TER), the balance of the TER is paid to the Management Company, and the Management Company is then responsible for the payment of all operational expenses of the Company. This includes, but is not limited to, fees and expenses of the Depositary, Administrator, and Company Secretary. The Management Company may pay 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 Management Company will also be responsible for the payment of the following fees and expenses:

- 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;

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- all establishment costs of the Company and the Funds not otherwise referred to above; 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 certain ongoing costs and expenses as outlined in the “Fees and Expenses” section of the Irish Prospectus.

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 of the Company is as listed in the relevant Schedule to this Singapore Prospectus and the Relevant Supplement. If a Fund’s expenses exceed the TER outlined above in relation to operating the funds, the Investment Manager will cover any shortfall from its own assets.

The TER also excludes Embedded Costs which, if applicable, will be incurred in addition to the TER out of the assets of the relevant Fund. “**Embedded Costs**” means any costs indirectly incurred by each Fund as a result of its investment in underlying funds in which the Fund invests (which may be payable to the Investment Manager or an affiliate at normal commercial rates). If a Fund invests in the units of other underlying funds that are managed, directly or by delegation, by a company with which the Investment Manager or an affiliate is linked by common management or control, or by a substantial direct or indirect holding, the Investment Manager or affiliate shall not charge subscription or redemption fees on account of the Fund’s investment in the units of such other underlying funds.

**A more detailed description of the fees and charges payable in respect of each Fund is set out in the “Fees and Expenses” section in the Irish Prospectus.**

## **5. Risk Information**

This section provides information regarding some of the general risks applicable to an investment in the Funds. Risk information which is particularly relevant to individual Funds is specified in the Relevant Supplement. In particular, investors should refer to the risk information applicable to each Fund as described in the Relevant Supplement and the relevant Schedule to this Singapore Prospectus. 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.

Investors should be aware that an investment in a Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme.

Before making an investment decision with respect to any Fund, prospective investors should carefully consider all of the information in this Singapore Prospectus, the Irish 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 the Shares of any Fund is only suitable for investors who (either alone or in conjunction with an appropriate financial or other adviser) are capable of

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evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result.

The price of the Shares of a Fund 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.

Please refer to the “Risk Information” section in the Irish Prospectus for more details of applicable risks. You should be aware that an investment in the Funds may be exposed to other risks of an exceptional nature from time to time.

**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 or issuers 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 economic sector will have a greater effect on the Fund, and may potentially increase the Fund’s volatility levels, than if it had not concentrated its assets in that industry, market or sector. The Fund’s liquidity may also be affected by such concentration of investment.

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 economic 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.

**Costs of Buying or Selling ETF Shares Risk.** Investors buying or selling ETF 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 ETF Shares. In addition, secondary market investors will incur the cost of the difference between the price that an investor is willing to pay for ETF Shares (the “bid” price) and the price at which an investor is willing to sell ETF 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 ETF Shares based on trading volume and market liquidity, and is generally lower if a Fund’s ETF Shares have more trading volume and market liquidity and higher if a Fund’s ETF 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 ETF Shares, including bid/ask spreads, frequent trading of ETF Shares may significantly reduce investment results and an investment in ETF Shares may not be advisable for investors who wish to trade regularly in relatively small amounts.

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**Counterparty Risk.** The Funds will be subject to credit risk with respect to the counterparties with which the Company on behalf of a Fund enters into derivatives contracts, foreign exchange, currency forward contracts, other transactions such as repurchase agreements or reverse 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 reorganization proceeding (including recovery of any collateral posted by it) and may obtain only a limited recovery or may obtain no recovery in such circumstances. In addition, if the credit rating of a derivatives counterparty or potential derivatives counterparty declines, the Company may determine not to enter into transactions on behalf of a Fund with that counterparty in the future and/or may terminate any transactions currently outstanding between the Fund and that counterparty; alternatively, the Company may in its discretion determine on behalf of the Fund to enter into new transactions with that counterparty and/or to keep existing transactions in place, in which event the Fund would be subject to any increased credit risk associated with that counterparty. Regulatory changes adopted or proposed to be adopted by regulators in the U.S. and outside the U.S. may have the effect of increasing certain counterparty risks in connection with over-the-counter transactions entered into by a Fund.

Under applicable law or contractual provisions, including if a Fund enters into an investment or transaction with a financial institution and such financial institution (or an affiliate of the financial institution) experiences financial difficulties, the Fund may in certain circumstances be prevented or delayed from exercising its rights to terminate the investment or transaction, or to realise on any collateral and may result in the suspension of payment and delivery obligations of the parties under such investment or transactions or in another institution being substituted for that financial institution without the consent of the Fund. Further, the Fund may be subject to “bail-in” risk under applicable law whereby, if required by the financial institution’s authority, the financial institution’s liabilities could be written down, eliminated or converted into equity or an alternative instrument of ownership. A bail-in of a financial institution may result in a reduction in value of some or all of its securities and a Fund that holds such securities or has entered into a transaction with such a financial security when a bail-in occurs may also be similarly impacted.

**Currency Hedging Risk.** Hedges are sometimes subject to imperfect matching between the hedging transaction and the risk sought to be hedged. There can be no assurance that the Fund’s hedging transactions will be effective. As the purpose of currency hedging is to try to reduce or eliminate losses caused by exchange rate fluctuations, it can also reduce or eliminate gains where the currency in which the Fund’s assets are denominated appreciates.

**Currency Risk.** A Fund may invest in securities that are denominated in currencies that differ from the Fund’s Base Currency. Changes in the values of those currencies relative to a Fund’s 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 favorable currency fluctuations.

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The values of other currencies relative to a Fund's Base Currency may fluctuate in response to, among other factors, interest rate changes, intervention (or failure to intervene) by national governments, central banks, or supranational entities such as the International Monetary Fund, the imposition of currency controls and other political or regulatory developments. Currency values can decrease significantly both in the short term and over the long term in response to these and other developments. Continuing uncertainty as to the status of the Euro and the European Monetary Union (the "**EMU**") has created significant volatility in currency and financial markets generally. Any partial or complete dissolution of the EMU, or any continued uncertainty as to its status, could have significant adverse effects on currency and financial markets, and on the values of a Fund's portfolio investments.

**Derivatives Risk.** The Funds may use derivative instruments for both efficient portfolio management and for investment purposes. Each Fund's Relevant Supplement will indicate how the Fund intends to use derivative instruments. A Fund's use of derivative instruments 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 derivative transaction to not have the effect the Investment Manager anticipated;
- The failure of the counterparty to the derivative transaction to perform its obligations under the transaction or to settle a trade (see also "**Counterparty Risk**");
- Possible mispricing or improper valuation of the derivative instrument;
- Imperfect correlation in the value of a derivative with the asset, rate, or index underlying the derivative;
- The risks specific to the asset underlying the derivative instrument;
- Possible increase in the amount and timing of taxes payable by Shareholders;
- Lack of liquidity for a derivative instrument 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 derivative trading.

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

Further, when a Fund invests in a derivative instrument, it may not be required to post collateral equal to the amount of the derivative investment. Consequently, the cash held by the Fund (generally equal to the unfunded amount of the derivative) will typically be invested in money market instruments, and therefore, the performance of the Fund will be affected

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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 Risk.** 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 ETF Shares on the Listing Stock Exchange. It cannot be predicted whether ETF 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 ETF 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 ETF Shares may deviate significantly from the Net Asset Value per Share during periods of market volatility. However, given that ETF 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 ETF 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 ETF 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 the actual securities comprising the Index. Further, the Fund generally will not sell a security included in an Index as long as such security is part of the Index regardless of any sudden or material decline in value or foreseeable material decline in value of such security, even though the Investment Manager may make a different investment decision for other accounts or portfolios that hold such security. 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. The Company may not be successful in selecting a portfolio of investments that will provide a return that correlates closely with that of the Index. As will be disclosed in the Relevant Supplement, the Company may also apply one or more "screens" or investment techniques to refine or limit the number or types of issuers included in the indices in which the Funds may invest. Application of such screens or techniques may result in investment performance below that of the Index and may not produce results expected by the Company.

**Index Error Risk.** If a Fund has the investment objective to seek to track the performance of a benchmark index as published by the relevant index provider, there is a risk that the index provider will not compile or calculate the Index accurately. Although the Index provider provides descriptions of what the Index is designed to achieve, the Index provider does not provide any warranty or accept any liability in relation to any error relating to the Index, including any error in respect of the quality, accuracy or completeness of Index data, and

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does not guarantee that the Index will be in line with the described Index methodology. The Management Company and affiliates do not provide any warranty or guarantee for Index provider errors and do not have any responsibility for the identification or correction of such errors. Errors in respect of the quality, accuracy and/or completeness of Index data may occur from time to time and may not be identified and corrected for a period of time. Gains, losses or costs associated with index provider errors will be borne by the relevant Fund and its investors. For example, during a period where the Index contains incorrect constituents, a Fund tracking such published Index would have market exposure to such constituents and would be underexposed to the constituents that should have been included in the Index. Therefore, such errors may result in a negative or positive performance impact to the relevant Fund and its investors. Any gains from Index provider errors affecting a Fund will be kept by that Fund and its investors and any losses resulting from such Index provider errors will be borne by that Fund and its investors.

**Index Licence Risk.** If in respect of an Index, at any time, the licence granted (if required) to the Company or the Investment Manager (or its affiliates) to replicate or otherwise use the Index for the purposes of a Fund terminates, or such a licence is otherwise disputed, impaired or ceases (for any reason), the Management Company may be forced to replace the Index with another index which they determine to track substantially the same market as the Index in question and which they consider to be an appropriate index for the relevant Fund to track and such a substitution or any delay in such a substitution may have an adverse impact on the Fund. In the event that the Management Company is unable to identify a suitable replacement for the relevant index, the Directors may be forced to terminate 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 an Index. Furthermore, the total return on investment in the Shares of a Fund 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.

**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 a derivatives transaction readily at a favorable 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. Any use of the efficient portfolio management techniques described in the "Investment Objectives and Policies" section may also adversely affect the

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liquidity of a Fund's portfolio and will be considered by the Investment Manager in managing the Fund's liquidity risk.

From time to time, the counterparties with which a Fund effects transactions might cease making markets or quoting prices in certain of the instruments in which a Fund has invested. In such instances, a Fund might be unable to enter into a desired transaction or to enter into any offsetting transaction with respect to an open position, which might adversely affect its performance.

The Management Company employs an appropriate liquidity risk management process, which takes into account efficient portfolio management transactions employed by the Funds, to ensure that each Fund is able to comply with its stated redemption obligations. However, it is possible that in the type of circumstances described above, a Fund may not be able to realise sufficient assets to meet all redemption requests, or the Management Company may determine that meeting some or all of those requests is not in the best interests of the Shareholders in a Fund as a whole. In such circumstances, the Management Company may take the decision to apply the redemption gate provisions described in the "Purchase and Sale Information – Redemption Limits" section or suspend dealings in the relevant Fund as described in the "Determination of Net Asset Value – Temporary Suspension of Dealings" section.

Please also refer to the "Purchase and Sale Information" section of the Irish Prospectus under the heading "Secondary Market – Liquidity Risk Management" for further details on the liquidity risk management policy adopted by the Management Company.

**ETF Liquidity Risk.** Any decrease in the liquidity of the investments of a Fund may, for a period, affect a Fund's own liquidity. As a result the relevant Fund may trade less frequently on exchanges and its price may be more variable. This may in turn impact the ease and price at which an investor is able to buy or sell the Fund's Shares in the primary or secondary market.

Whilst it is anticipated that the investments made by a Fund will enable it to satisfy redemption requests, in exceptional circumstances, where the sales of certain securities are not possible or would materially harm existing Shareholders, the Directors of the Fund may impose restrictions on the size and/or timing of redemptions, as described in Paragraph 6.6 of this Singapore Prospectus and the "Determination of Net Asset Value – Temporary Suspension of Dealings" section of the Irish Prospectus.

Although the Singapore Shares are listed on the SGX-ST, you should be aware that there may not always be a liquid trading market for the Singapore Shares. There is no assurance that an active trading market for the Singapore Shares will develop, nor is there a certain basis for predicting the actual price levels at, or sizes in, which the Singapore Shares may trade.

In particular, the trading of the Singapore Shares of a Fund of the Company on the SGX-ST may be suspended if the SGX-ST determines that it is appropriate in the interests of a fair and orderly market to protect investors, and you will not be able to purchase or sell the Singapore Shares of that Fund on the SGX-ST during any period that the SGX-ST suspends trading in the Singapore Shares of that Fund.

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Further, as the SGX-ST imposes certain requirements for the continued listing of securities, including the Singapore Shares, on the SGX-ST, there can be no assurance that a Fund will continue to meet the requirements necessary to maintain the listing of the Singapore Shares of that Fund on the SGX-ST or that the SGX-ST will not change the listing requirements or continued listing requirements. There is also no assurance that the CDP, being the depository for the Singapore Shares listed and traded on the SGX-ST, will continue to act in this capacity or that its operation will not be disrupted in any way. If the Singapore Shares of a Fund are delisted from the SGX-ST or if the CDP is no longer able to act as the depository for the Singapore Shares of a Fund listed on the SGX-ST for whatever reasons, the Singapore Shares of that Fund in your securities account with the CDP or held by the CDP may be repurchased (compulsorily or otherwise): (i) by the Company at a price calculated by reference to the Net Asset Value of the Fund; or (ii) in such other manner as the Company may consider appropriate, taking into consideration any applicable requirements of the SGX-ST and the CDP.

**Repurchase and Reverse Repurchase Agreements Risk.** The Funds may enter into repurchase agreements under which a Fund sells a security and agrees to repurchase it at a mutually agreed upon date and price. Repurchase agreements create the risk that the market value of the securities sold by a Fund may decline below the price at which such Fund is obligated to repurchase such securities under the agreement. In the event that the buyer of securities under a repurchase agreement files for bankruptcy or proves insolvent, a Fund's use of proceeds from the agreement may be restricted pending the determination by the other party or its trustee or receiver whether to enforce the obligation to repurchase the securities.

The Funds may also enter into reverse repurchase agreements, by which a Fund acquires securities from a seller (for example, a bank or securities dealer) who agrees, at the time of sale, to repurchase the securities at a mutually agreed-upon date (usually not more than seven days from the date of purchase) and price, thereby determining the yield to the relevant Fund during the term of the repurchase agreement. If, in the case of a reverse repurchase agreement, the seller of a repurchase agreement fails to honour its commitment to repurchase the security in accordance with the terms of the agreement, a Fund may incur a loss to the extent that the proceeds realised on the sale of the securities are less than the repurchase price. If the seller becomes insolvent, a bankruptcy court may determine that the securities do not belong to the relevant Fund and order that the securities be sold to pay off the seller's debts. A Fund may experience both delays in liquidating the underlying securities and losses during the period while it seeks to enforce its rights, including possible sub-normal level of income and lack of access to income during the period and expenses in enforcing its rights.

**Securities Lending Risk.** If a Fund engages in securities lending there is 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. There is the risk that, when lending portfolio securities, the securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price.

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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. To the extent that any securities lending is not fully collateralised (for example, due to timing lags associated with the posting of collateral), the Fund will have a credit risk exposure to the counterparty of a securities lending contract. Investors should also read the risk warning headed “Counterparty Risk” in the “Risk Information” section. The Fund could also lose money if the value of collateral falls. These events could trigger adverse tax consequences for the Fund.

**Exchange Rate Risk.** You should note that the Base Currency of a Fund may be different from the currency(ies) in which the Singapore Shares of the Fund are listed, quoted and traded on the SGX-ST (the “**Trading Currency(ies)**”). If you buy and sell the Singapore Shares on the SGX-ST, you should note that the Singapore Shares are traded in the Trading Currency(ies) on the SGX-ST and the Management Company does not intend to hedge against currency fluctuations between the Trading Currency(ies) of the Singapore Shares and the currency(ies) of the constituents of the Index, where applicable.

In addition, if the Trading Currency(ies) of the Singapore Shares is/are different from the currency of your home jurisdiction, you may be exposed to the foreign currency exchange rate movements between your home currency and the currency(ies) of the constituents of the Index. For example, if you wish to buy and sell the Singapore Shares of a Fund on the SGX-ST and your home currency is the Singapore dollar (“**SGD**”), you may be exposed to the foreign currency exchange rate movements between the SGD and the currency(ies) of the constituents of the Index.

## **6. Purchase and Sale Information**

### **6.1 Subscriptions on the Primary Market (for Authorised Participants only)**

This section applies to subscriptions for Shares made directly to the Company only and not to purchase Shares on secondary markets, such as the SGX-ST. Applications for subscriptions directly to the Company in respect of Shares may only be made by Authorised Participants<sup>7</sup> and may be made, at the discretion of the Directors, in cash, in kind or in a combination of both. All other investors may purchase Shares either through the relevant Authorised Participant(s), or via the SGX-ST, as described in Paragraph 6.3 of this Singapore Prospectus. You may obtain information on the identity and contact details of the current Authorised Participant(s) from the Singapore Representative. Most of the trading activity in respect of such Shares in Singapore is expected to occur on the SGX-ST.

The Directors may, in their absolute discretion, refuse to accept any subscription for Shares, in whole or in part.

**Initial and Subsequent Subscriptions.** Shares in a Fund will be issued at the Net Asset Value per Share. Initial 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,

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<sup>7</sup> “**Authorised Participant**” means, with respect to ETF Shares, a market maker or a broker-dealer entity, which has entered into a participating dealer agreement for the purposes of directly subscribing and/or redeeming ETF Shares in a sub-fund of the Company with the Company (i.e. primary market).

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cleared funds and/or any other appropriate consideration as specified below and in the Irish Prospectus. Authorised Participants may submit subsequent applications, without a requirement to submit original documentation, for Shares in a Fund 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.

**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.

**Minimum Subscription Amounts.** Authorised Participants who subscribe for Shares 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 or by duly authorised delegates. The Minimum Subscription Amount for any Fund is specified in the relevant Schedule to this Singapore Prospectus.

**Cash Subscriptions.** Authorised Participants may subscribe for Shares for cash on each Dealing Day (as specified in the Relevant Supplement) by making an application before the dealing deadline specified for each Fund in the relevant Schedule to this Singapore Prospectus. Any properly made application received by the Administrator after the time specified in the relevant Schedule to this Singapore Prospectus will not be deemed to have been accepted until the following Dealing Day provided always that the Management Company may decide, in exceptional circumstances, to accept subscriptions after the relevant dealing deadline provided that they are received before the relevant Valuation Point (as specified in the relevant Schedule to this Singapore Prospectus). 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 Schedule to this Singapore Prospectus. If cleared funds representing the subscription monies (including all Duties and Charges) are not received by the Company by the time and date specified in the relevant Schedule to this Singapore Prospectus, the Management Company reserves the right to cancel any provisional allotment of Shares and may seek to recover any relevant credit charges incurred by the Company in respect of the allotment. Notwithstanding the cancellation of the allotment of Shares, the Fund may charge the Authorised Participants for any expense incurred by the Sub-Fund or for any loss to the Sub-Fund arising out of such non-receipt or non-clearance.

**In-Kind Subscriptions.** Unless specified otherwise in the relevant Schedule to this Singapore Prospectus (and except during any period in which the calculation of the Net Asset Value per Share is suspended), each Fund will allow Authorised Participants to subscribe for Shares in-kind on each Dealing Day. 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. Please refer to the "Purchase and Sale Information" section of the Irish Prospectus under the heading "Primary Market – In-Kind Subscriptions for ETF Shares" for further details.

**Duties and Charges.** The Directors may, in their absolute discretion, include an appropriate provision for Duties and Charges in respect of each subscription. Where required for liquidity management purposes, the Directors may, in their absolute discretion, on any Dealing Day

on which there are net subscriptions, apply an appropriate provision for an Anti-Dilution Levy. Where an Anti-Dilution levy is applied, Duties and Charges shall not be applied to the relevant subscription.

**Registration of Shares.** All Shares issued will be in registered form. A written trade confirmation will be sent to Authorised Participants that have subscribed for Shares. Shares may only be issued as fully paid in whole units.

**Numerical example of amount payable in the case of a subscription of Shares**

The following is an illustration of the total amount payable in respect of a subscription of Shares made directly to the Company based on a subscription order of 50,000 Shares, a notional issue price of USD 30 per Share, plus Duties and Charges of USD 500. The notional issue price and Duties and Charges are purely for illustrative purposes only. The actual issue price will fluctuate according to the Net Asset Value per Share.

|                         |   |                    |   |                   |   |                      |
|-------------------------|---|--------------------|---|-------------------|---|----------------------|
| <u>(50,000 Shares</u>   | x | <u>USD 30)</u>     | + | <u>USD 500</u>    | = | <u>USD 1,500,500</u> |
| <i>Number of Shares</i> |   | <i>Notional</i>    |   | <i>Duties and</i> |   | <i>Total Amount</i>  |
| <i>to be subscribed</i> |   | <i>Issue Price</i> |   | <i>Charges</i>    |   | <i>Payable</i>       |
|                         |   | <i>per Share</i>   |   |                   |   |                      |

## **6.2 Redemptions on the Primary Market (for Authorised Participants only)**

This section applies only to redemptions of Shares by the Company to Authorised Participants and not to disposals of Shares on the secondary markets. Shares purchased on the secondary market cannot usually be sold directly back to the Company. Investors must buy and sell Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net Asset Value when buying Shares and may receive less than the current Net Asset Value when selling them.

**Redemption Applications.** Authorised Participants 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 Schedule to this Singapore Prospectus. The Management Company may decide to accept, in exceptional circumstances, redemption requests after the relevant dealing deadline provided that they are received before the relevant Valuation Point. A properly completed redemption instruction must be received by the Administrator by fax or, if agreed with the Administrator, by electronic means before the dealing deadline on the relevant Dealing Day specified in the relevant Schedule to this Singapore Prospectus provided that, in the case of faxed redemption requests, 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 or their duly authorised delegates have reason to believe that the request is being made fraudulently.

**Minimum Redemption Amount.** Authorised Participants 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 or by duly authorised delegates. The Minimum Redemption Amount for any Fund will be specified in the relevant Schedule to this Singapore Prospectus.

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**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. The Administrator or the Management Company (or their duly authorised delegates) may refuse to process a redemption request until proper information has been provided. Any amendments to an Authorised Participant'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. Where required for liquidity management purposes, the Directors may, in their absolute discretion, on any Dealing Day on which there are net redemptions, apply an appropriate provision for an Anti-Dilution Levy. Where an Anti-Dilution levy is applied, Duties and Charges shall not be applied to the relevant redemption. Payment for Shares redeemed will be effected no later than ten (10) Business Days after the relevant dealing deadline. Redemption proceeds in the Base Currency of the Class will be paid by wire transfer to the appropriate bank account as notified by the redeeming Authorised Participant. 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 Authorised Participant. 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 will allow Authorised Participants to redeem Shares in-kind on each Dealing Day, unless specified otherwise in the relevant Schedule to this Singapore Prospectus. In this context, "in-kind" means that, with the consent of the Authorised Participants, 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 Depositary. Please refer to the "Purchase and Sale Information" section of the Irish Prospectus under the heading "Primary Market – Redemption of Shares In-Kind" for further details.

**Redemption Proceeds.** Redemptions proceeds (in-kind and/or in cash) will only be released where the Administrator has received the original application form and all requested supporting anti-money laundering documentation. 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 relevant deadlines will be held over and dealt with on the following Dealing Day, unless the Directors (or their duly authorised delegates) otherwise determine. Redemption instructions should be sent by facsimile (or by electronic means if agreed with the Administrator) to the Administrator. Authorised Participants 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 Management Company shall be entitled, at its 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 Management Company shall determine. If the Management 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 (but shall not receive priority on such 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 of the Fund to which the original request related have been redeemed.

*Numerical example of amount of redemption proceeds payable in the case of a redemption of Shares by the Company*

The following is an illustration of the redemption proceeds in respect of a redemption of Shares by the Company based on a redemption order of 50,000 Shares, a notional redemption price of USD 30 per Share, plus Duties and Charges of USD 500. The notional redemption price and Duties and Charges are purely for illustrative purposes only. The actual redemption price will fluctuate according to the Net Asset Value per Share.

|                         |   |                        |   |                   |   |                      |
|-------------------------|---|------------------------|---|-------------------|---|----------------------|
| <u>(50,000 Shares</u>   | x | <u>USD 30)</u>         | - | <u>USD 500</u>    | = | <u>USD 1,499,500</u> |
| <i>Number of Shares</i> |   | <i>Notional</i>        |   | <i>Duties and</i> |   | <i>Redemption</i>    |
| <i>to be redeemed</i>   |   | <i>Redemption</i>      |   | <i>Charges</i>    |   | <i>Proceeds</i>      |
|                         |   | <i>Price per Share</i> |   |                   |   |                      |

### 6.3 Secondary Market Purchases and Sales via the SGX-ST

The Singapore Shares will be created in Europe before being transferred to the securities account of the Designated Market Maker(s) (as defined below) prior to and for purpose of listing on the SGX-ST.

#### 6.3.1 The Designated Market Maker

A market maker referred to in this Singapore Prospectus is a broker or a dealer registered by the SGX-ST as a designated market maker to act as such by making a market for the Singapore Shares in the secondary market on the SGX-ST. A Fund will have at least one market maker at any point of time as long as such Fund is listed on SGX-ST (the “**Designated Market Maker(s)**”). The current Designated Market Maker(s) of a Fund are set out in the relevant Schedule to this Singapore Prospectus. Any change to the Designated Market Maker(s) of a Fund appointed by the Company or its delegate(s) will be announced on the SGXNET as soon as practicable. In addition, an announcement will be released via the SGXNET as soon as practicable if there is no market maker to provide for an adequately liquid market for the Singapore Shares of a Fund (or, where dual currency trading is available, for an available counter) on the SGX-ST in accordance with the market making requirements of the SGX-ST from time to time.

You should note that there may from time to time without notice be market maker(s) who are not appointed by the Company or its delegate(s) making a market for the Singapore Shares of a Fund on the SGX-ST.

The obligations of the Designated Market Maker(s) include quoting, on a continuous basis or in such manner as SGX-ST prescribes, bid prices to potential sellers and offer prices to potential buyers for the Singapore Shares on the SGX-ST, all within the maximum spread and for not less than the minimum quantity as may be agreed from time to time between the SGX-ST and the Designated Market Maker(s). The Designated Market Maker(s) accordingly aims to facilitate the efficient trading of the Singapore Shares by providing liquidity in the

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secondary market when it is required in accordance with the market making requirements of the SGX-ST.

As long as the Singapore Shares of a Fund are listed, quoted and traded on the SGX-ST, the Company shall ensure that at least one Designated Market Maker(s) who is approved and registered by the SGX-ST as a designated market maker is appointed at all times in respect of that Fund (or, where dual currency trading is available for that Fund, in respect of each available counter). Listing for quotation of the Shares on the SGX-ST does not guarantee a liquid market for the Shares.

### **6.3.2 Buying and Selling of the Singapore Shares on the SGX-ST**

You may buy and sell the Singapore Shares of a Fund on the SGX-ST during normal trading hours on any trading day on which the SGX-ST is open for trading.

The Singapore Shares traded on the SGX-ST will be transacted on the SGX-ST on a willing-buyer-willing-seller basis at secondary market prices throughout the trading day of the SGX-ST.

Orders to buy and sell the Singapore Shares through the SGX-ST can be placed via a stockbroker in the same way as you may buy and sell shares in companies listed on the SGX-ST. If an investor buys or sells Singapore Shares of a Fund on the SGX-ST, such investor will pay the secondary market price for ETF Shares. In addition, an investor 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.

Such orders to buy and sell the Singapore Shares and/or transfers of the Singapore Shares to your CDP account may incur costs or be subject to such fees or charges as may from time to time be imposed by the relevant stockbroker and/or the CDP over which the Company has no control.

**Secondary Market Prices.** The trading prices of any Singapore Share traded on the SGX-ST will fluctuate continuously throughout trading hours based on market supply and demand rather than the Net Asset Value per Share, which is only calculated at the end of each business day. The Singapore Shares will trade on the SGX-ST 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 per Share. The trading prices may deviate significantly from the Net Asset Value per Share during periods of market volatility and may be subject to brokerage commissions and/or other charges associated with the trading and settlement through the SGX-ST. There can be no guarantee that once the Singapore Shares are listed on SGX-ST they will remain listed. Information showing the number of days the market price of a Fund's ETF Shares was greater than the Net Asset Value per Share and the number of days it was less than the Net Asset Value per Share (i.e. premium or discount) for various time periods is available on the Website. Investors should also read the risk warning headed "Fluctuation of Net Asset Value and Marketing Pricing Risk" in Paragraph 5 of this Singapore Prospectus. Please refer to Paragraph 6.4 of this Singapore Prospectus for further information relating to the determination of the Net Asset Value per Share of a Fund and the obtaining of pricing information relating to a Fund.

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**Minimum Subscription Amount, Minimum Redemption Amount and Board Lot Size.**

The Minimum Subscription Amount and Minimum Redemption Amount are not applicable to the trading of the Singapore Shares on the SGX-ST. The Singapore Shares quoted and traded on the SGX-ST will generally be purchased and sold in board lots. Please refer to the relevant Schedule to this Singapore Prospectus for the board lot size of the Classes of each Fund for the purpose of trading on the SGX-ST.

**Trading Currency.** The Singapore Shares will be traded on the SGX-ST in the relevant Trading Currency(ies). Please refer to the relevant Schedule to this Singapore Prospectus for the Trading Currency(ies) of the Classes of each Fund.

**Cash Purchases and Sales.** Any purchase and sale of the Singapore Shares on the SGX-ST will take place in cash. The Company does not charge any subscription or redemption fees for purchases and sales of the Singapore Shares on the SGX-ST.

**Redemption of Shares by Secondary Market Investors.** Singapore Shares purchased on the SGX-ST cannot usually be sold directly back to the Company.

**Clearance and Settlement**

**Introduction.** The Singapore Shares will be cleared and settled under the electronic book-entry clearance and settlement system of the CDP. All dealings in and transactions of the Singapore Shares through the SGX-ST will be effected in accordance with the terms and conditions for the operation of securities accounts and the terms and conditions for the CDP to act as depository for foreign securities, as amended from time to time. The clearing and settlement of the Singapore Shares will be in accordance with the CDP's rules governing the clearing and settlement of trades in securities. In particular, the Singapore Shares will be deposited, cleared and settled by the depository, namely the CDP.

The CDP, a wholly-owned subsidiary of Singapore Exchange Limited, is incorporated under the laws of Singapore and acts as a depository and clearing organisation. The CDP holds securities for its account holders and facilitates the clearance and settlement of securities transactions between account holders through electronic book-entry changes in the securities accounts maintained by such account holders with the CDP. Therefore, if you wish to purchase or trade the Singapore Shares on the SGX-ST, you must (if you have not already done so) open an account with the CDP or a sub-account with any CDP depository agent which may be a member company of the SGX-ST, bank, merchant bank or trust company, and have the Singapore Shares deposited in your securities account with the CDP.

**Clearance and Settlement under the Depository System.** The Singapore Shares will be held by the CDP for and on behalf of persons who maintain, either directly or through depository agents, securities accounts with the CDP. Persons named as direct securities account holders and depository agents in the depository register maintained by the CDP will be treated as beneficial Shareholders in respect of the number of the Singapore Shares credited to their respective securities accounts. You should note that the Singapore Shares purchased via the SGX-ST may not be withdrawn from the CDP and no share certificates will be issued or available to you.

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Transactions in the Singapore Shares of a Fund under the book-entry settlement system will be reflected by the seller's securities account being debited with the number of the Singapore Shares of that Fund sold and the buyer's securities account being credited with the number of the Singapore Shares of that Fund acquired and no transfer stamp duty is currently payable for the transfer of the Singapore Shares that are settled on a book-entry basis.

The Singapore Shares credited to a securities account may be traded on the SGX-ST on the basis of a price between a willing buyer and a willing seller. The Singapore Shares credited into a securities account may be transferred to any other securities account with the CDP, subject to the terms and conditions for the operation of securities accounts and a transfer fee payable to the CDP. If you trade in the Singapore Shares through the SGX-ST, you should ensure that the relevant Singapore Shares have been credited into your securities account before you trade in such Singapore Shares, since no assurance can be given that the Singapore Shares can be credited into the securities account in time for settlement following a dealing. In particular, if a subscription and redemption occur on the same trading day, it may not be possible to determine whether the Singapore Shares have been credited into a securities account before debiting the securities account. If the Singapore Shares have not been credited into the securities account by the due date for the settlement of the trade, the buy-in procedures of the CDP will be implemented. It is expected that the Singapore Shares will be credited or debited into your securities account within two market days (or such number of days as may be determined by the SGX-ST) after the transaction date on which the Singapore Shares are purchased or sold by you through the SGX-ST.

**Clearing Fees.** Unless waived, a clearing fee for the trading of the Singapore Shares on the SGX-ST is payable at the rate of 0.0325% of the contract value. The clearing fee, fees relating to instruments of transfer, deposit fee and unit withdrawal fee (as applicable) may be subject to goods and services tax (GST) (currently 9.0%).

**Dual Currency Trading.** The Singapore Shares of the Funds may be traded in different currency denominations on the SGX-ST, as specified in the relevant Schedule to this Singapore Prospectus.

Where the Singapore Shares of a Fund is traded in different currency denominations on the SGX-ST, the Singapore Shares of each available counter will be consolidated in an investor's CDP account so that the total number of Singapore Shares in each Fund can be viewed at a glance – for example, 1,000 USD-denominated Singapore Shares of a Fund and 2,000 SGD-denominated Singapore Shares of the same Fund will be reflected as 3,000 Singapore Shares of the relevant Fund in an investor's CDP account.

As the Singapore Shares of a Fund are custodised in a consolidated pool at the CDP, an investor can buy one currency counter and sell in the other currency counter. However, contra trade between the two currency counters is not possible as they are listed as separate trading counters.

**You should note that there can be no assurance that a liquid secondary market on the SGX-ST will exist for the Singapore Shares. The trading prices of the Singapore Shares on the SGX-ST may differ in varying degrees from their Net Asset Value per**

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Share and can be affected by market forces such as supply and demand, economic conditions and other factors. As long as the Singapore Shares of a Fund are listed, quoted and traded on the SGX-ST, the Company shall ensure that at least one (1) Designated Market Maker is appointed at all times to provide for an adequately liquid market for the Singapore Shares of that Fund on the SGX-ST in accordance with the market making requirements of the SGX-ST from time to time. However, there is no guarantee or assurance as to the price at which a market will be made. The market makers may realise profits or sustain losses in the amount of any differences between the prices at which they buy the Singapore Shares and the prices at which they sell the Singapore Shares. Any profit made by the market makers may be retained by them for their absolute benefit and they shall not be liable to account to the Funds in respect of such profits.

**Compulsory Repurchase.** You should note that if the Singapore Shares of a Fund are delisted from the SGX-ST or if the CDP is no longer able to act as the depository for the Singapore Shares of a Fund listed on the SGX-ST for whatever reasons, the Singapore Shares of that Fund in your securities account with the CDP or held by the CDP may be repurchased (compulsorily or otherwise) by the Company. Please refer to Paragraph 5 of this Singapore Prospectus under the heading “ETF Liquidity Risk” for further details.

#### **6.4 Determination of Net Asset Value, Pricing Basis and Obtaining Price Information**

The calculation of the Net Asset Value of each Fund and the Net Asset Value per Share has been delegated 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 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 Management Company in consultation with the Administrator or by a competent person, firm or corporation appointed by the Management Company and approved for such purpose by the Depository.

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 Base 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 the Shares of any Fund are divided into different classes of Shares, the amount of the Net Asset Value of the Company 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 class expenses to the class, making appropriate adjustments to take account of distributions, subscriptions, redemptions, gains and expenses of that class and apportioning the Net Asset Value of the Company 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.

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The Net Asset Value of the Company attributable to a class and the Net Asset Value per Share in respect of a class will be expressed in the class currency of such class if it is 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.

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 Paragraph 6.6 of this Singapore Prospectus, the Net Asset Value per Share shall be made public after the Valuation Point on the business day following the relevant Dealing Day (i.e. Shares will be subscribed for and redeemed on a forward pricing basis). Following calculation at the registered office of the Investment Manager and the up to date Net Asset Value per Share will also be available on the Website<sup>8</sup>. The Net Asset Value per Share shall be available from the office of the Administrator and 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.

The current Indicative Net Asset Value (the “**INAV**”), which is an estimate of the Net Asset Value per Share calculated using market data, will be disseminated at regular intervals throughout the day. The INAV is based on quotes and last sale prices from the securities’ local market and may not reflect events that occur subsequent to the local market’s close. Premiums and discounts between the INAV and the market price may occur and the INAV should not be viewed as a “real-time” update of the Net Asset Value per Share, which is calculated only once a day. Neither the Funds, nor the Investment Manager or any of their affiliates, nor any third party calculation agents involved in, or responsible for, the calculation or publication of such INAVs makes any warranty as to their accuracy. Details of the INAV for each Fund are available on the Website. Please refer to the “Purchase and Sale Information” section of the Irish Prospectus under the heading “Secondary Market – Secondary Market Prices” for more information.

As long as the Singapore Shares of a Fund are listed on the SGX-ST, the trading (or the bid and ask) prices of the Singapore Shares will be quoted on the SGX-ST in the relevant Trading Currency(ies), and if available, will be obtainable from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), Bloomberg and Reuters. Please refer to the relevant Schedule to this Singapore Prospectus for the Trading Currency(ies) of the Classes of each Fund.

You should note that the frequency of the publication of the prices in the relevant publications is dependent on the publication policies of such publications and their publisher. While all reasonable efforts will be made to ensure timely and accurate publication, investors should be aware that there may be risks of errors, delays, omissions, or temporary unavailability of the Net Asset Value in certain publications or on the website due to technical issues, third-party faults, or other factors beyond the control of the Company, the Management Company, or the Singapore Representative. Additionally, there may be errors

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<sup>8</sup> The “**Website**” means [www.ssga.com](http://www.ssga.com), on which the Net Asset Value per Share, the portfolio holdings and any other relevant information relating to any sub-fund of the Company will be published and on which this Singapore Prospectus, the Irish Prospectus and any other information in respect of the Company, including various shareholder communications, may be published.

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in prices published in newspapers or instances of non-publication or late publication. Investors are advised to exercise caution when relying on such sources.

**A more detailed description of the procedure for subscriptions for Shares made directly to the Company and redemption of Shares by the Company applicable to primary market investors is set out in the “Purchase and Sale Information” section of the Irish Prospectus under the heading “Primary Market”.**

**Please also refer to the “Determination of Net Asset Value” section of the Irish Prospectus for further details on the determination of the Net Asset Value in respect of the Funds and/or the Shares of any Fund, and the method of valuation adopted in respect of the investments of the Funds.**

#### **6.5 Conversions of Shares (for Authorised Participants only)**

A transfer from one Fund to another is executed by the redemption of the Shares of the original Fund and the subscription of Shares in the Fund. 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 of any Class in any Fund into Shares of any Class in any other Fund, provided that they meet all of the normal criteria for subscriptions into that Fund, except where dealings in the relevant Shares have been temporarily suspended in the circumstances described in Paragraph 6.6 of this Singapore Prospectus. Conversions will be subject to an appropriate provision for Duties and Charges.

Please note in addition that as a condition of your conversions, the new Class subscribed into as a result of the conversion must be available to you for subscription in Singapore and is subject to compliance with all applicable Singapore laws and regulations.

#### **6.6 Temporary Suspension of Dealings**

The Directors may at any time, with prior notification to the Depositary, temporarily suspend the issue, valuation, sale, purchase, redemption or conversion of Shares of any Fund, or the payment of redemption proceeds, during certain circumstances. Details of such temporary suspension of dealings are set out under the “Determination of Net Asset Value” section of the Irish Prospectus under the heading “Temporary Suspension of Dealings”.

### **7. Past Performance, Expense Ratios and Turnover Ratios**

#### **7.1 Past performance**

Please refer to the relevant Schedule to this Singapore Prospectus for the past performance of the Classes of each Fund and the Fund’s benchmark.

**You should note that past performance is not necessarily indicative of the future performance.**

#### **7.2 Expense ratio(s)**

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Please refer to the relevant Schedule to this Singapore Prospectus for the expense ratio(s)<sup>9</sup> of the Classes of each Fund.

### **7.3 Turnover ratio**

Please refer to relevant Schedule to this Singapore Prospectus for the turnover ratio<sup>10</sup> of each Fund.

## **8. Soft Dollar Commissions/Arrangements**

As of the date of this Singapore Prospectus, the Management Company does not receive soft dollars in respect of the Fund.

## **9. Conflicts of Interest**

Please refer to the “Conflicts of Interest Risk” risk warning in the “Risk Information” section of the Irish Prospectus for details on the potential conflicts of interest that may arise in connection with an investment in the Company or any Fund. Please also refer to the “Management” section of the Irish Prospectus under the heading “The Depositary – Conflicts of Interest” for details on the potential conflicts of interest that may arise in connection with the Depositary.

## **10. Reports and Accounts**

The Company’s accounting period will end on 31 March 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, i.e. normally in July of each year. The unaudited half-yearly reports of the Company will be made up to 30 September in each year. The unaudited half yearly reports will be published within two months of the end of the half year period to which they relate, i.e. normally in November of each year. The annual report and the half-yearly report will be made available on the Website and/or published on SGXNET 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.

## **11. Other Material Information**

### **11.1 Taxation of the Company**

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<sup>9</sup> The expense ratios are calculated in accordance with the guidelines on disclosure of expense ratios issued by the Investment Management Association of Singapore (**IMAS**). The expense ratios are calculated based on figures in the Funds’ latest audited accounts. The following expenses (where applicable) are excluded from the calculation of the expense ratios:

- (a) interest expense;
- (b) brokerage and other transaction costs associated with the purchase and sale of investments (such as registrar charges and remittance fees, if applicable);
- (c) foreign exchange gains and losses of the relevant Class of a Fund, whether realised or unrealised;
- (d) tax deducted at source or arising from income received, including withholding tax;
- (e) where applicable, performance or performance-related fees;
- (f) front-end loads, back-end loads and other costs arising from the purchase or sale of a fund; and
- (g) dividends and other distributions paid to Shareholders.

<sup>10</sup> Turnover ratio means a ratio of the number of times per year that a dollar of assets is reinvested. It is calculated based on the lesser of purchases or sales of underlying investments of a scheme expressed as a percentage of daily average NAV.

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The Company intends to conduct its affairs so that it is Irish tax resident. On the basis that the Company is Irish tax resident, the Company qualifies as an 'investment undertaking' for Irish tax purposes and, consequently, is exempt from Irish corporation tax on its income and gains. Provided the Shares remain held in a recognised clearing system (which includes CREST, Euroclear and Clearstream Banking), the Company will not be obliged to account for any Irish tax in respect of the Shares. However, 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.

## **11.2 Taxation of Non-Irish Shareholders**

Shareholders who are not resident (or ordinarily resident) in Ireland for Irish tax purposes will have no liability to Irish income tax or capital gains tax in respect of their Shares. 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.

## **11.3 Taxation of Shareholders in Singapore**

The following is a general description of the key Singapore income tax consequences of the purchase, ownership, disposal and redemption of the Singapore Shares in the Fund to a holder of such Singapore Shares who is tax resident in Singapore. This summary is of a general nature only and is based on the existing provisions of the relevant Singapore laws and the regulations thereunder and practices in effect as at the date hereof, all of which are subject to change at any time and to differing interpretations, either on a prospective or retroactive basis. The summary does not purport to be comprehensive and does not constitute legal or tax advice. Prospective investors should consult their own tax advisors concerning the tax consequences of an investment in the Fund in the light of their particular situation, including the tax consequences arising under the laws of any other tax jurisdiction, which may be applicable to their particular circumstances.

It is emphasised that neither the Fund, the Company nor any other persons involved in the preparation of this Singapore Prospectus accepts responsibility for any tax effects or liabilities resulting from the subscription for, holding or redemption/disposal of Singapore Shares in the Fund.

### General Singapore Taxation

Singapore income tax is imposed on income accruing in or derived from Singapore and on foreign-sourced income received or deemed received in Singapore, subject to certain exceptions.

### Taxation of Singapore resident individuals

All foreign-sourced income received or deemed received in Singapore on or after January 1, 2004 by a Singapore tax resident individual (except where such income is received through a partnership in Singapore) is generally exempt from Singapore income tax.

Based on the above, a Singapore resident individual investor should generally be exempted from Singapore tax on the dividend distributions from the Fund where the foreign-sourced

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dividend is not received in Singapore by the resident individual through a partnership in Singapore.

In addition, a Singapore resident individual investor should generally not be subject to Singapore income tax on gains on redemption/disposal of Singapore Shares in the Fund if such gains are capital in nature as Singapore does not generally impose tax on capital gains. However, there are no specific laws or regulations which deal with the characterisation of gains. In general, gains from the disposal or redemption of the Singapore Shares may be construed to be of an income nature and subject to Singapore income tax if they arise from activities which the Inland Revenue Authority of Singapore ("IRAS") regards as the carrying on of a trade or business in Singapore.

#### Taxation of Singapore resident corporates/Singapore branches of non-Singapore resident corporates

Under section 13(8) of the Singapore's Income Tax Act 1947 (ITA), foreign-sourced dividends received or deemed received in Singapore by Singapore resident companies are exempted from Singapore income tax if certain conditions are fulfilled. Such conditions include, amongst others, that the income has been subject to tax of a similar nature to income tax under the law of the foreign jurisdiction from which the income was received and the headline tax rate in that foreign jurisdiction must be at least 15%. If the conditions for tax exemption are not met, Singapore income tax at 17% is payable on the foreign-sourced dividends received or deemed to be received in Singapore (unless the Singapore Shares are held as part of a trade or business in Singapore, in which case such dividends may be taxed on an accruals basis irrespective of receipt in Singapore).

As regards redemption/disposal gains, such gains should be exempt from Singapore income tax if the Singapore Shares in the Fund were acquired and held for long term investment purposes and not for trading purposes such that the gains are capital in nature. However, such gains may be subject to tax under section 10L of the ITA.

#### Section 10L of the ITA

Under section 10L of the ITA, gains from the sale of movable or immovable property situated outside Singapore (collectively "foreign assets" such as the Singapore Shares) and received (or deemed received) in Singapore by an entity of a relevant group that does not have adequate economic substance in Singapore will be treated as income chargeable to Singapore income tax, subject to certain exclusions. Shareholders who may be subject to the tax treatment under Section 10L of the ITA should consult their own professional tax advisers regarding the Singapore income tax consequences of their sale or disposal of the Singapore Shares.

#### Adoption of Singapore Financial Reporting Standard ("FRS") 109 or Singapore Financial Reporting Standard (International) 9 ("SFRS(I) 9") Treatment for Singapore Income Tax Purposes

Section 34AA of the ITA requires taxpayers who comply or who are required to comply with FRS 109 or SFRS(I) 9 for financial reporting purposes to calculate their profit, loss or expense for Singapore income tax purposes in respect of financial instruments in accordance with FRS 109 or SFRS(I) 9 (as the case may be), subject to certain exceptions.

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The IRAS has also issued a circular entitled “Income Tax: Income Tax Treatment Arising from Adoption of FRS 109—Financial Instruments.

Shareholders who apply, or are required to apply, the FRS 109 or SFRS(I) 9 for the purposes of Singapore income tax may accordingly be required to recognise gains or losses (not being gains or losses in the nature of capital) in accordance with the provisions of FRS 109 or SFRS(I) 9 (as the case may be) (as modified by the applicable provisions of Singapore income tax law) even though no sale, disposal or redemption of the Singapore Shares is made.

Shareholders who may be subject to the tax treatment under Section 34AA of the ITA should consult their own professional tax advisers regarding the Singapore income tax consequences of their sale, holding or disposal of the Singapore Shares.

#### **11.4 Index**

Please refer to the relevant Schedule to this Singapore Prospectus for details of the Index of each Fund.

#### **11.5 Distributions**

Shareholders of each Fund are entitled to their share of a 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 Shares, where income and capital gains are reflected in the Net Asset Value per Share, or distributing Shares, where, at the discretion of the Management Company, any combination of income and capital gains are distributed to shareholders on a periodic basis, or both. The distribution policies applicable to Shares of any Fund will be specified in the relevant Schedule to this Singapore Prospectus and the Relevant Supplement.

Please refer to the “Distributions” section in the Irish Prospectus for further details on the distribution policy of any Fund or of any Class.

#### **11.6 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.

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Please refer to the section entitled “Compulsory Redemptions of Shares” in the Irish Prospectus for the circumstances in which a Fund may be terminated.

**12. Queries and Complaints**

Shareholder and investor enquiries and complaints may be directed to the Singapore Representative at 168 Robinson Road, #33-01, Capital Tower, Singapore 068912 or at telephone number (65) 6826 7555.

## Schedule 1 – State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF

### A. GENERAL INFORMATION

Please refer to the Relevant Supplement relating to the Fund for more details.

| Fund Characteristics                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Base Currency                                              | USD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Investment Manager                                         | State Street Global Advisors Europe Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Sub-Investment Manager(s)                                  | State Street Global Advisors Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Designated Market Maker(s)                                 | Jane Street Financial Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Class(es) of the Fund offered in this Singapore Prospectus | USD Unhedged (Acc)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Launch Date                                                | 11 December 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Share Class Currency                                       | USD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Share Class Dividend Policy                                | Accumulating                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Fees & expenses                                            | <p><b><u>Payable directly by investors</u></b></p> <ul style="list-style-type: none"> <li>• <b>Subscription charge / redemption charge / conversion charge:</b> Subscription, conversion and redemption charges payable to the Company are not applicable for investors trading on the secondary market.</li> <li>• <b>For purchases and sales on the SGX-ST:</b> Normal brokerage and other fees apply. Please contact your broker for further details.</li> </ul>                                                                                                                                                                                                                                                                                                                           |
|                                                            | <p><b><u>Payable in respect of the Fund</u></b></p> <p><b>TER</b> (further information in this respect is set out in Paragraph 4 of the Singapore Prospectus): Up to 0.37%</p> <p>1. <b>Management fee:</b> After deduction and payment of Directors' fees and expenses and the Auditors' fees and expenses, (both of which are included in the TER), the balance of the TER is paid to the Management Company, and the Management Company is then responsible for the payment of all operational expenses of the Company. This includes, but is not limited to, fees and expenses of the Depositary, Administrator, and Company Secretary. The Management Company may pay part or all of its fees to any person that invests in or provides services to the Company or in respect of the</p> |

|                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                  | Fund. Please refer to Paragraph 4 of the Singapore Prospectus for more details.                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Index Information</b>                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Index (Ticker)</b>                                            | J.P. Morgan Saudi Arabia Aggregate Index (JPEIAGTR)                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Index Rebalance Frequency</b>                                 | Monthly                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Index Administrator</b>                                       | J.P. Morgan Securities LLC                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Dealing and Valuation Information</b>                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Dealing Deadline</b>                                          | For all subscriptions and redemptions: 4.45 p.m. (Irish time) on each Dealing Day.<br>For all subscriptions and redemptions on the last Dealing Day prior to 25 December and 1 January each year: 11.00 a.m. (Irish time). Earlier or later times may be determined by the Management Company at its discretion with prior notice to the Authorised Participants.                                                                                                |
| <b>Settlement Deadline</b>                                       | 3.00 p.m. (Irish time) on the third Business Day after the Dealing Day, or such earlier or later date as may be determined by or agreed with the Management Company. The Management Company/Company will notify Shareholders if, (i) an earlier Settlement Deadline applies in respect of subscriptions, or (ii) a later Settlement Deadline applies in respect of redemptions. Settlement may be impacted by the settlement schedule of the underlying markets. |
| <b>Dealing NAV</b>                                               | The Net Asset Value per Share calculated as at the Valuation Point on the Business Day following the relevant Dealing Day.                                                                                                                                                                                                                                                                                                                                       |
| <b>Minimum Subscription Amount and Minimum Redemption Amount</b> | Authorised Participants should refer to the Authorised Participant Operating Guidelines for details of the current Minimum Subscription Amount and Minimum Redemption Amount for the Fund.                                                                                                                                                                                                                                                                       |
| <b>Valuation Pricing Used</b>                                    | Closing bid market prices for USD-denominated instruments, closing mid-market prices for SAR-denominated instruments. <sup>11</sup>                                                                                                                                                                                                                                                                                                                              |
| <b>Valuation Point</b>                                           | 4:15 p.m. (Irish time) on each Business Day.                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Listing Information</b>                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

<sup>11</sup> "SAR" means the Saudi Arabian Riyal.

|                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SGX-ST counter name (SGX-ST stock code)</b>                                                                                                                               | KSB                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>SGX-ST Listing Date</b>                                                                                                                                                   | 3 September 2025                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Board lot size</b>                                                                                                                                                        | 1 Singapore Share                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Currency(ies) in which the Singapore Shares are traded on the SGX-ST (i.e. Trading Currency(ies))</b>                                                                     | USD                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>List of exchanges on which the relevant Class of this Fund offered in this Singapore Prospectus is listed as of the date of registration of this Singapore Prospectus</b> | Deutsche Börse (Primary), London Stock Exchange and the Borsa Italiana.<br><br>An application has been made to the SGX-ST on 17 April 2025 for permission to list and deal in and quote the USD Unhedged (Acc) Class of the Fund, which may be issued from time to time, on the SGX-ST. Such permission will be granted by the SGX-ST when the Singapore Shares have been admitted to the Official List of the SGX-ST. |

## B. INVESTMENT OBJECTIVE AND POLICY

**Investment Objective:** The investment objective of the Fund is to track the performance of liquid, USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia.

**Investment Policy:** The investment policy of the Fund is to track the performance of the Index (or any other index determined by the Directors from time to time to track substantially the same market as the Index) as closely as possible, while seeking to minimise as far as possible the tracking difference between the Fund's performance and that of the Index. Any such replacement index will be in compliance with the applicable Irish laws and notified to Shareholders via SGXNET.

The Index measures the performance of the liquid, USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia. The Index includes USD-denominated fixed-rate, floating and zero-coupon bonds, capitalization/amortizing bonds and bonds with callable, puttable, or convertible features. In addition, SAR-denominated Sukuk government bonds issued after 1 January 2023 are eligible for inclusion. USD and SAR denominated bonds have to satisfy the minimum amount outstanding criterion of \$500 million and \$1 billion, respectively. At each month-end, instruments that fall below 6 months to maturity during the upcoming month, will be excluded from the Index.

Index constituents may on occasion be rebalanced more often than the Index Rebalance Frequency, if required by the Index methodology, including for example where corporate actions such as mergers or acquisitions affect components of the Index.

Although the Index is generally well diversified, because of the market it reflects it may, depending on market conditions, contain constituents issued by the same body that may represent more than 10% of the Index. In order for the Fund to track the Index accurately,

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the Fund will make use of the increased diversification limits available under Regulation 71 of the UCITS Regulations. These limits permit the Fund to hold positions in individual constituents of the Index issued by the same body of up to 20% of the Fund's Net Asset Value.

The Investment Manager and/or Sub-Investment Manager, on behalf of the Fund, will invest using a replication strategy as further described in Paragraph 3.3 of the Singapore Prospectus, primarily in the securities of the Index, at all times in accordance with the Investment Restrictions set forth in the Irish Prospectus. For the purposes of paragraph 2.12 of the "Investment Restrictions" section of the Irish Prospectus, the Fund may invest 100% of its Net Asset Value in transferable securities and money market instruments issued or guaranteed by the Kingdom of Saudi Arabia (provided the issues are of investment grade).

The Investment Manager and/or Sub-Investment Manager also may, in exceptional circumstances, invest in securities not included in the Index but that it believes closely reflect the risk and distribution characteristics of securities of the Index. The bond securities in which the Fund invests will be primarily listed or traded on Recognised Markets in accordance with the limits set out in the UCITS Regulations. Details of the Fund's portfolio and the indicative net asset value per share for the Fund are available on the Website daily.

For so long as the Singapore Shares of the Fund are prescribed capital markets products and Excluded Investment Products, the Fund will not invest in any product or engage in any transaction which may cause the Singapore Shares of the Fund not to be regarded as prescribed capital markets products and Excluded Investment Products.

## **C. PERMITTED INVESTMENTS**

**Bonds:** The securities in which the Fund invests may include USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia.

**Other Funds / Liquid Assets:** The Fund may invest up to 10% of its net assets in other regulated open-ended funds (including Money Market Funds) where the objectives of such funds are consistent with the objective of the Fund and where such funds are authorised in member states of the EEA, UK, USA, Jersey, Guernsey or the Isle of Man and where such funds comply in all material respects with the provisions of the UCITS Regulations. The Fund may hold ancillary liquid assets such as deposits in accordance with the UCITS Regulations.

**Derivatives:** The Fund may use FDIs for currency hedging and efficient portfolio management purposes. Any use of FDIs by the Fund shall be limited to futures and forward foreign exchange contracts (including non-deliverable forwards). Efficient portfolio management means investment decisions involving transactions that are entered into for one or more of the following specific aims: the reduction of risk; the reduction of cost; the generation of additional capital or income for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund; or the minimisation of tracking error, i.e. the risk that the Fund return varies from the Index return. FDIs are described in the "Investment Objectives and Policies – Use of Financial Derivative Instruments" section of the Irish Prospectus.

The Fund does not currently intend to invest directly in options, warrants, commodities and precious metals.

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The Fund may or may not invest in unlisted securities, subject to applicable Irish laws and as per the Index methodology.

You should note that any foreign exchange controls or restrictions may be imposed from time to time and may be of relevance to the Fund or its investment policy or objectives.

You may access a full description of the Fund's principal investments (including their cost, market value, income received during the year from such investments and the net assets of the Fund attributable to such investments) by contacting the Management Company or at [https://www.ssga.com/uk/en\\_gb/intermediary/etfs/spdr-jp-morgan-saudi-arabia-aggregate-bond-ucits-etf-acc-ksab-gy](https://www.ssga.com/uk/en_gb/intermediary/etfs/spdr-jp-morgan-saudi-arabia-aggregate-bond-ucits-etf-acc-ksab-gy).

#### **D. INVESTOR PROFILE**

The typical investors of the Fund are expected to be institutional, intermediary and retail investors who want to take a medium or long term exposure to the performance of USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia and are prepared to accept the risks associated with an investment of this type and the expected low to medium volatility of the Fund.

#### **E. SECURITIES LENDING, REPURCHASE AGREEMENTS & REVERSE REPURCHASE AGREEMENTS**

The Fund does not currently participate in a securities lending programme, though it is entitled to do so. The Fund also does not intend to engage in repurchase agreements and reverse repurchase agreements. Should the Directors elect to change this policy in the future, due notification will be given to Shareholders and this Singapore Prospectus and the Relevant Supplement will be updated accordingly. For so long as the Singapore Shares of the Fund are prescribed capital markets products and Excluded Investment Products, the Fund shall comply with the SF(CMP)R and the MAS Notices, including any applicable restrictions on securities lending and repurchase transactions.

#### **F. INVESTMENT RISKS**

Investment in the Fund carries with it a degree of risk. Investors should read Paragraph 5 of this Singapore Prospectus, the "Risk Information" section of the Irish Prospectus, the "Investment Risks" section of the Relevant Supplement and in particular, the risks therein related to investment in Saudi Arabia. In addition, the following risks are particularly relevant for the Fund.

**Index Tracking Risk:** The Fund's return may not match the return of the Index. It is currently anticipated that the Fund will track the Index with a potential variation of up to 1% annually under normal market conditions. The Fund's ability to track the Index will be affected by Fund expenses, the amount of cash and cash equivalents held in its portfolio, and the frequency and the timing of purchases and sales of interests in the Fund. The Investment Manager and/or Sub-Investment Manager may attempt to replicate the Index return by investing in a sub-set of the securities in the Index, or in some securities not included in the Index, potentially increasing the risk of divergence between the Fund's return and that of the Index.

**Liquidity Risk & ETF Liquidity Risk:** Lack of a ready market or restrictions on resale may limit the ability of the Fund to sell a security at an advantageous time or price or at all. Illiquid securities may trade at a discount from comparable, more liquid investments and may be

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subject to wide fluctuations in market value. Illiquidity of the Fund's holdings may limit the ability of the Fund to obtain cash to meet redemptions on a timely basis. Where the fund invests in illiquid securities or does not trade in large volumes, the bid offer spreads of the Fund may widen, and the Fund may be exposed to increased valuation risk and reduced ability to trade. Shares in the Fund may also trade at prices that are materially different to the last available NAV.

**Share Class Risk:** There is no segregation of liabilities between Classes of the Fund. While the Investment Manager and/or Sub-Investment Manager will seek to ensure that gains/losses on and the costs of the relevant FDI associated with any currency hedging strategy will accrue solely to the Class for which it is intended, the transactions could result in liabilities for other Classes.

**Currency Hedging Risk:** This risk factor applies to Classes of the Fund where currency hedging is used. Hedges are sometimes subject to imperfect matching between the hedging transaction and the risk sought to be hedged. There can be no assurance that the Fund's hedging transactions will be effective. As the purpose of currency hedging is to try to reduce or eliminate losses caused by exchange rate fluctuations, it can also reduce or eliminate gains where the currency in which the Fund's assets are denominated appreciates.

**Duration / Interest Rate Risk:** Changes in interest rates are likely to affect the value of bonds and other debt instruments. Rising interest rates generally result in a decline in bond values, while falling interest rates generally result in bond values increasing. Investments with longer maturities and higher durations are more sensitive to interest rate changes, therefore a change in interest rates could have a substantial and immediate negative effect on the values of the Fund's investments.

**Concentration Risk:** When the Fund focuses its investments in a particular currency or region, the financial, economic, business, and other developments affecting issuers in that currency or region will have a greater effect on the Fund than if it was more diversified. This concentration may also limit the liquidity of the Fund. Investors may buy or sell substantial amounts of the Fund's shares in response to factors affecting or expected to affect a currency or region in which the Fund focuses its investments. The SAR trades at a fixed exchange rate in relation to the USD (it is 'pegged' to the USD). However, it is uncertain how long the currency peg will continue or what effect the establishment of an alternative exchange rate system would have on the economy of the Kingdom of Saudi Arabia. Valuation of the currency hedges may be impacted by any alteration to the existing exchange rate system.

Additionally, investors should be aware that the Fund may have significant exposure to sovereign and quasi-sovereign debt issued by the Kingdom of Saudi Arabia. This concentration increases the Fund's sensitivity to economic, political, and market developments in the country, including changes in fiscal policy, oil prices, or geopolitical events. In the case of quasi-sovereign entities, while these issuers may benefit from implicit or explicit government support, there is no assurance that such support will be maintained or sufficient in the event of financial distress. As a result, adverse developments in or affecting the Kingdom of Saudi Arabia could have a disproportionate impact on the Fund's performance due to this concentration.

**Emerging Markets Risk:** Risks of investing in emerging markets include, among others, greater political and economic instability, possible trade barriers, less governmental

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supervision and regulation, greater volatility in currency exchange rates, currency transfer restrictions or difficulties in gaining currency exposure, less developed securities markets, legal systems and financial services industries, differences in auditing and financial reporting standards, and greater dependence on revenue from particular commodities or international aid. **As the Fund has material exposure to emerging markets, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**Qualification criteria for investment in Saudi Arabian government bonds or sovereign instruments:** While there are currently no investment restrictions or controls preventing the Fund from accessing Saudi Arabian government bonds or sovereign instruments, there can be no assurance that such prohibitions or limitations will not arise in the future. The eligibility criteria for investment in such instruments may vary over time, and there can be no guarantee that all offerings will remain accessible to the Fund.

**Sukuk investment risk:** Price changes in Sukuk / Sharia law compliant instruments are influenced predominantly by the value of the underlying asset. Factors that may impact the value of the underlying asset include volatility and interest rate levels. Price changes in Sukuk may also be influenced by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. Sukuk could suffer when capital market interest rates rise, while they could increase in value when capital market interest rates fall. The price changes also depend on the term or residual time to maturity of the Sukuk. In general, Sukuk with shorter terms have less price risks than Sukuk with longer terms. However, they generally have lower returns and, because of the more frequent due dates of the securities portfolios, involve higher re-investment costs. Sukuk may be issued by any corporate, sovereign, or supranational entity and may be backed or derive its value from any asset, tangible or otherwise, including home financings. Sovereign Sukuk ("**Sovereign Sukuk**") are Sukuk issued or guaranteed by governments or government-related entities. Investment in Sovereign Sukuk issued or guaranteed by governments or their agencies and instrumentalities ("**Governmental Entities**") may involve a higher degree of risk than conventional governmental bonds due to their geographical concentration. The Governmental Entity that controls the repayment of Sovereign Sukuk may not be able or willing to repay the principal and/or return when due in accordance with the terms of such debt due to specific factors, including, but not limited to (i) their foreign reserves, (ii) the available amount of their foreign exchange as at the date of repayment, (iii) their failure to implement political reforms, and (iv) their policy relating to the International Monetary Fund. Sovereign Sukuk holders may also be affected by additional constraints relating to sovereign issuers which may include: (i) the unilateral rescheduling of such obligation by the issuer and (ii) the limited legal recourses available against the issuer (in case of failure of delay in repayment). Where the Fund invests in Sovereign Sukuk issued by governments or Governmental Entities from emerging countries it will bear additional risks linked to the specifics of such countries (e.g. currency fluctuations, political and economic uncertainties, repatriation restrictions, change of law etc.) as further detailed under the "Emerging Markets Risk" risk warning above.

An active secondary market in respect of the Sukuk that the Fund invests in may never be established or may be illiquid and this would adversely affect the value at which the Fund could sell such Sukuk. There can be no assurance that there will be no interruption to, or errors in, trading, clearing or settlement of Sukuk that are listed on the Saudi Stock Exchange.

**Derivatives Risk:** The Fund may use FDIs for efficient portfolio management purposes as described in the derivatives section under the “Permitted Investments” section of the Relevant Supplement. The Fund’s use of FDIs involves risks different from, and possibly greater than, the risks associated with investing directly in securities.

**Integrating Sustainability Risk:** Sustainability Risk has not been integrated into the Fund’s investment process. Any deterioration in the financial profile of an underlying investment affected by a Sustainability Risk may have a corresponding negative impact on the Net Asset Value and/or performance of the investing Fund. Where a Sustainability Risk event occurs, this Fund may be more impacted than an equivalent Fund that integrates Sustainability Risk. Shareholders should refer to the “Index Strategies and Sustainability Integration” section of the Irish Prospectus for further information.

## G. PERFORMANCE OF THE FUND

### a. Past performance of the Fund and benchmark (as of 31 May 2026)

| Class / Benchmark                                            | One Year | Three Years<br>(average annual compounded returns) | Five Years<br>(average annual compounded returns) | Ten Years<br>(average annual compounded returns) | Since Inception<br>(average annual compounded returns) |
|--------------------------------------------------------------|----------|----------------------------------------------------|---------------------------------------------------|--------------------------------------------------|--------------------------------------------------------|
| USD Unhedged (Acc)<br><br>(Inception Date: 11 December 2024) | 5.59%    | N/A                                                | N/A                                               | N/A                                              | 4.33%                                                  |
| Benchmark                                                    | 5.63%    | N/A                                                | N/A                                               | N/A                                              | 4.39%                                                  |

#### Notes:

- Performance figures are calculated as at 31 May 2026 on a single pricing basis (taking into account any subscription charge or redemption charge), and on the assumption that all dividends and distributions (if any) made by the relevant Class are reinvested, taking into account all charges which would have been payable upon such reinvestment.
- The benchmark for the Fund is the J.P. Morgan Saudi Arabia Aggregate Index.

**You should note that past performance is not necessarily indicative of future performance.**

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**b. Expense ratios <sup>12</sup>**

The expense ratio(s) of the Class(es) of the Fund based on the Company's latest audited accounts (for the financial period ended 31 March 2025) are as follows:

| Class              | Expense ratio |
|--------------------|---------------|
| USD Unhedged (Acc) | 0.37%         |

**c. Turnover ratio**

The turnover ratio of the Fund (based on the Company's latest audited accounts for the financial period ended 31 March 2025) is 4.5%.

**H. INFORMATION ON THE INDEX**

The Index measures the performance of the liquid, USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia. The Index includes USD-denominated fixed-rate, floating and zero-coupon bonds, capitalization/amortizing bonds and bonds with callable, puttable, or convertible features. In addition, SAR-denominated Sukuk government bonds issued after 1 January 2023 are eligible for inclusion. USD and SAR denominated bonds have to satisfy the minimum amount outstanding criterion of \$500 million and \$1 billion, respectively. At each month-end, instruments that fall below 6 months to maturity during the upcoming month, will be excluded from the Index.

You can find further details / the latest available information on the Index (including a description of the Index methodology and details of the Index's performance) at <https://www.jpmorgan.com/insights/global-research/index-research/composition>.

For additional information on inclusion criteria, pricing source, aggregate return, coupon reinvestment, weighting and rebalancing frequency, you may wish to access the latest available Index methodology of the Fund at <https://www.jpmorgan.com/insights/global-research/index-research/composition-docs>.

The top ten constituents (by weight) of the Index as of 6 July 2026 are set out below:

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<sup>12</sup> Expense ratio(s) of Class(es) incepted less than a year as at 31 March 2025 are annualised. Expense ratio(s) of Class(es) which have not been incepted or were incepted after 31 March 2025 are not available.

| No. | Name                                         | Weighting (% of the Index) |
|-----|----------------------------------------------|----------------------------|
| 1.  | SAUDI GOVT SUKUK 5.59 04/25/2036             | 6.11%                      |
| 2.  | SAUDI GOVT SUKUK 5.14 01/18/2039             | 5.80%                      |
| 3.  | SAUDI GOVT SUKUK 4.94 01/18/2034             | 5.60%                      |
| 4.  | SAUDI GOVT SUKUK 4.57 08/17/2032             | 5.27%                      |
| 5.  | SAUDI INTERNATIONAL BOND 4.375<br>04/16/2029 | 3.08%                      |
| 6.  | SAUDI GOVT SUKUK 5.4 04/25/2031              | 2.54%                      |
| 7.  | SAUDI INTERNATIONAL BOND 4.5<br>10/26/2046   | 2.34%                      |
| 8.  | SAUDI INTERNATIONAL BOND 5.75<br>01/16/2054  | 2.31%                      |
| 9.  | KSA SUKUK LTD 4.274 05/22/2029               | 2.27%                      |
| 10. | SAUDI INTERNATIONAL BOND 3.625<br>03/04/2028 | 2.15%                      |

The Management Company is not related to J.P. Morgan Securities LLC (the “**Index Administrator**”) and has been granted a licence by the Index Administrator to use the Index.

100% of the Index constituents held by the Fund are considered to be investment grade. As at the date of this Singapore Prospectus, the minimum credit rating of Saudi Arabia as a country is A+ (S&P) and Aa3 (Moody’s).

## I. **DIVIDEND POLICY**

For distributing Classes, semi-annual distribution of income (in or around January and July), except where the Management Company, in its sole discretion, determines not to pay a dividend on any given distribution date.

For accumulating Classes, all income and gains will be accumulated in the Net Asset Value per Share.

Please refer to Section A of this Schedule 1 for the dividend policy of the relevant Class.

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**SSGA SPDR ETFs Europe I Plc**  
**Directors**



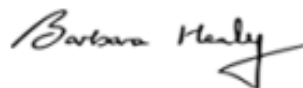
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Rebecca Bridger  
Director



---

Tom Coghlan  
Non-Executive Director



---

Barbara Healy  
Non-Executive Director



---

Benjamin Lam  
Non-Executive Director



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Eric Linnane  
Director

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Prospective investors should review this Prospectus and the Global Supplement (together the “**Prospectus**”), the Relevant Supplement(s) and the relevant packaged retail and insurance-based investment product document (“**PRIIPs KID**”) or the key investor information document (“**KIID**”) carefully and in their 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 Supplement(s).

# **SSGA SPDR ETFs Europe I 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**

SSGA SPDR ETFs Europe I plc (the “**Company**”) and the directors of the Company (the “**Directors**”) whose names appear in the section entitled “Management” below 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 accuracy of such information. The Company and the Directors accept responsibility accordingly.

The Global Supplement which forms part of this Prospectus contains a list of all Funds currently approved by the Central Bank.

The PRIIPs KID or KIID for each of the Funds provide important information in respect of the Funds, including the applicable synthetic risk and reward indicator, charges and, where available, the historical performance associated with the Funds. Before subscribing for Shares in a Fund, each investor will be required to confirm that they have received the relevant PRIIPs KID or KIID. The PRIIPs KIDs and KIIDs and the latest annual and any semi-annual reports of the Company are available to download on the Website.

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 section entitled “Risk Information” below. Risk factors of particular relevance to the Funds are also described in the Relevant Supplement(s).

Authorisation of the Company 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 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.

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## Directory

**The Company:**

SSGA SPDR ETFs Europe I Plc  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Management Company, Investment Manager and Global Distributor:**

State Street Global Advisors Europe Limited  
78 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Depository:**

State Street Custodial Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2 Ireland

**Company Secretary:**

Matsack Trust Limited  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Legal Advisors in Ireland:**

Matheson LLP  
70 Sir John Rogerson's Quay  
Dublin 2  
Ireland

**Directors of the Company:**

Ms Barbara Healy  
Ms Rebecca Bridger  
Mr Lim Siong Kwong (Benjamin) Lam Thuon  
Mine  
Mr Tom Coghlan  
Mr Eric Linnane

**Board of Directors of the Management Company:**

Mr Nigel Wightman  
Ms Ann Prendergast  
Mr Eric Linnane  
Mr Scott Sanderson  
Dr Margaret Cullen  
Ms Marie-Anne Heeren  
Mr Patrick Mulvihill

**Administrator and Registrar:**

State Street Fund Services (Ireland) Limited  
78 Sir John Rogerson's Quay  
Dublin 2 Ireland

**Auditors:**

Ernst & Young  
EY Building  
Harcourt Centre  
2 Harcourt Street,  
Dublin 2, D02 YA40,  
Ireland

## 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 5 January 2011 under registration number 493329 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, create

different series of Shares effected in accordance with the requirements of the Central Bank representing separate portfolios of assets, each such series comprising a Fund. 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.

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. Different Shares shall be designated as either ETF Shares (being Shares that are intended to be actively traded on a secondary market) or Non-ETF Shares (being Shares which are not listed or actively traded on a secondary market). Shares may be divided into different Classes to accommodate, amongst other things, the distinction

between ETF Shares and Non-ETF Shares, different dividend policies, charges, fee arrangements (including different total expense ratios), currencies, or to provide for foreign exchange hedging in accordance with the policies and requirements of the Central Bank from time to time.

## Investment Objectives and Policies

**Investment Objective and Policy of a Fund.** The investment objectives, strategies and policies for each Fund are set out in the Relevant Supplement.

The assets of each Fund are invested in accordance with the investment restrictions contained in the UCITS Regulations which are summarised in “**Investment Restrictions**” below and such additional investment restrictions, if any, as may be adopted by the Management Company for any Fund and specified in the Relevant Supplement. The Directors may establish Funds that seek to track an Index (“**Index Tracking Funds**”) or outperform an Index (“**Actively Managed Funds**”) by:

- Investing solely in Index Securities, transferable securities and money market instruments other than Index Securities;
- Investing solely in financial derivative instruments (“**FDI**”);
- Investing solely in the units of Underlying Funds, including as a feeder fund into another fund authorised under the UCITS Regulations; or
- Investing in a combination of Index Securities, transferable securities and money market instruments other than Index Securities, FDI and units in Underlying Funds.

Information in relation to the investment objectives and types of instruments or securities in which the relevant Fund will invest will be set out in the Relevant Supplement. Details of each Fund’s portfolio and indicative net asset value per share (“**INAV**”) will be available on the Website.

As will be provided in the Relevant Supplement, the Saudi FIS Rules apply to Funds which invest into shares listed on the Stock Exchange of the Kingdom of Saudi Arabia (“**KSA**”). These rules impose limits on investment in Saudi listed shares by foreign investors, including Saudi QFIs. Foreign ownership limits may prevent the Investment Manager and/or Sub-Investment Manager from investing in Saudi listed shares or may require the divestment of such holdings until the foreign ownership thresholds are no longer breached”

As will be provided in the Relevant Supplement, these PRC Investments may be effected through Access Programme(s) as follows:

- (i) directly into the PRC domestic securities market (China A Shares and other domestic securities including other equities and bonds as permitted) using the licensed QFI status of the Investment Manager
- (ii) through the Stock Connect (as set out in the Relevant Supplement, the Investment Manager may pursue a relevant Fund’s investment objective by investing up to 100% of the Fund’s Net Asset Value directly in China A Shares through Stock Connect);
- (iii) through the CIBM Direct Access Programme(s); and/or
- (iv) through the Bond Connect.

Set out below are the further details about each of the Access Programme(s).

The QFI regime is a policy initiative of China which allows holders of a QFI licence to channel funds raised outside the PRC to invest into the Chinese securities markets subject to applicable PRC regulatory requirements. As the Funds will not satisfy the qualification criteria for QFI status in their own right, direct investments will be made through the holders of a QFI licence, such as the Investment Manager and/or Sub-Investment Manager. The QFI regime is jointly regulated by CSRC, SAFE and PBoC from different angles. Their respective duties and authorities are summarised below:

### CSRC

- a) approves license applications made by prospective international investors; and
- b) supervises and regulates domestic securities and futures investment activities by QFIs jointly with PBoC.

### PBoC and SAFE

- a) monitor and regulate QFIs’ bank accounts in China;
- b) monitor and regulate cross-border transfer of funds; and
- c) monitor and regulate currency conversion matters.

The SHHK Stock Connect is a securities trading and clearing linked programme operational since 17 November 2014 and developed by SEHK, SSE, HKSCC and CSDCC, with an aim to achieve mutual stock market access between mainland China (Shanghai) and Hong Kong. The SZHK Stock Connect is a similar securities trading and clearing linked programme developed by SEHK, SZSE, HKSCC and

# SSGA SPDR ETFs Europe I Plc

19 February 2026

CSDCC for the establishment of mutual stock market access between mainland China (Shenzhen) and Hong Kong. The SZHK Stock Connect became operational since 5 December 2016. The SSE, SZSE and SEHK will enable Funds to trade eligible shares listed on the other's market, as applicable, through local securities firms or brokers, subject to rules and regulations issued from time to time.

The CIBM is the OTC wholesale market outside the two main stock exchanges (SSE and SZSE) which was established in 1997. The CIBM together with its market operators are regulated by PBoC. The CIBM is the dominant trading venue for bonds in the PRC. CFETS is the official bond trading platform of the CIBM. CFETS operates its trading platform with comprehensive functions of trade matching, post trade services and information services. CCDC and SHCH are designated as the central securities depositories of the bonds traded on the CIBM, which register, hold and safekeep the bonds in the form of book entry, as well as dealing with interest payment and principal payment for the investors. The trading platform of CFETS is directly linked with the Centralised Bond Book Entry System of CCDC and SHCH to achieve a straight through processing of trading and settlement of bonds on the CIBM. Under PRC regulations, certain qualified overseas investors are eligible to participate in the CIBM Direct Access Programme(s) to make investments in the CIBM. The Investment Manager, on behalf of each relevant Fund, has registered as a qualified institution under the CIBM Direct Access Programme(s) via an onshore interbank bond trade and settlement agent, which has the responsibility for making the relevant filings and account opening with the relevant PRC authorities.

Bond Connect is an initiative launched on 3 July 2017 for mutual bond market access between mainland China and Hong Kong established by CFETS, CCDC, SHCH, HKEx and CMU, enabling investment in the CIBM via an arrangement between mainland China and Hong Kong that enables Chinese and overseas investors to trade various types of debt securities in each other's bond markets through connection between the relevant respective financial infrastructure institutions.

Investors should be aware that use of the Access Programme(s) exposes the Fund to increased risks. Investors should also read the risk warnings headed "**PRC and Greater China Region Risk**", "**Risks Associated with Investment through Access Programme(s)**" and "**PRC Taxation Risk**" in the section "**Risk Information**".

## Index Tracking Funds

Index Tracking Funds seek to track the performance of an Index while seeking to minimise as far as possible the tracking difference between the Fund's performance and that of its applicable Index. Some Funds seek to achieve this objective by using a replication strategy, an optimisation strategy, a stratified sampling strategy, a synthetic

replication strategy or other strategy as determined to be the most appropriate strategy for the particular Fund by the Investment Manager. The Relevant Supplement specifies and describes the strategy the applicable Fund uses and provides details of where information on the Index tracked by that Fund may be obtained.

The following is a summary description of each of the replication strategy, optimisation strategy, stratified sampling strategy and synthetic replication strategy. More detailed information on each strategy is set out in the Relevant Supplement.

- **Replication Strategy** – this strategy seeks to physically hold all or close to all of the securities of the particular Index, with the approximate weightings as in that Index. Essentially, the portfolio of the Fund would be a near mirror-image of the particular Index
- **Optimisation Strategy** – this strategy seeks to build a representative portfolio that matches the risk and return characteristics of the applicable Index, including risks related to currencies, countries, sectors, industries and size. Optimisation is typically used because the applicable Index contains too many securities to efficiently purchase and, at times, certain securities included in the Index may be difficult to purchase in the open markets. Consequently, a Fund using this strategy will typically hold only a subset of the securities included in the Index.
- **Stratified Sampling Strategy** – this strategy seeks to build a representative portfolio that matches the risk and return characteristics of the Index in the most cost efficient way, including but not limited to, risks related to currencies, countries, sectors, quality, maturity duration and issuers. Stratified sampling is typically used because the Index contains too many securities to efficiently purchase and, at times, certain securities included in the Index may be difficult, or too costly, to purchase in the open markets. Consequently, a Fund using this strategy will typically hold only a subset of the securities included in the Index.
- **Synthetic Replication Strategy** – this strategy seeks to track the performance of an Index by entering into financial derivative contracts, such as total return swaps, with one or more counterparties. Rather than holding the underlying securities of the Index directly, the Fund receives the economic performance of the Index through these derivative instruments. This approach may be used where direct investment in the Index constituents is impractical or inefficient due to market access limitations, liquidity constraints, or cost

considerations. The Relevant Supplement specifies and describes the use of synthetic replication and provides details of the counterparties and risk mitigation measures employed.

**Index Strategies and Sustainability Integration.** With these index strategies, the decision of the Investment Manager and/or Sub-Investment Manager as to whether or not to take exposure to a particular security will primarily be driven by the constituents of the relevant index which the Fund is tracking. For this reason, Sustainability Risks are not generally taken into account in the investment decisions. However, certain Funds applying an Index tracking strategy will track Indices constructed to promote a combination of environmental and social characteristics. In this instance, Sustainability Risks are integrated into the Index construction. Where Funds track such an Index, this will be set out in the Relevant Supplement. Where an ESG Screen is applied to the Fund as further described in the section titled “**ESG Screening**” below and as indicated in the Relevant Supplement, the Investment Manager and/or Sub-Investment Manager may consider ESG criteria when building a representative portfolio, as described in the section “**ESG Investing**”.

Changes to the composition and/or weighting of the securities constituting the Index which is tracked by a Fund will ordinarily require corresponding adjustments or rebalancings to the Fund’s 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 or to which a Fund is exposed from time to time to the extent practicable to conform to changes in the composition and/or weighting of the Index. A Fund may also, on occasion, hold or take exposure to securities which are not included in its Index where the Investment Manager believes it is appropriate in light of the investment objective and investment restrictions of the Fund, or other factors. The Fund’s ability to make any such proposed investment will be disclosed in the Relevant Supplement. 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 risk warning headed “**Index Tracking Risk**” in the “**Risk Information**” section provides further details on factors which may limit the Fund’s ability to track the performance of an Index. Information on the anticipated level of tracking error in respect of a Fund can be found in the Relevant Supplement. Details of the level of tracking error experienced by a Fund are contained in the Company’s most recent financial statements.

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 cannot obtain or process such information in relation to any Index on any

Business Day, then the most recently published composition and/or weighting of that Index will be used for the purpose of all adjustments.

Investors should note that, in accordance with the requirements of Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds (the “**Benchmark Regulation**”), the Company has adopted a benchmark contingency plan to set out the actions which the Company would take in the event that a benchmark used by a Fund materially changes or ceases to be provided (the “**Benchmark Contingency Plan**”). Actions taken by the Company on the foot of the Benchmark Contingency Plan may result in changes to the investment objectives or investment policies of a Fund and any such changes will be implemented in accordance with the requirements of the Central Bank and the terms of this Prospectus.

### **Actively Managed Funds**

An Actively Managed Fund’s investments will be actively managed by the Investment Manager or its delegates to seek to achieve its investment objective, for example, to seek to outperform an Index rather than just to track it. Where a Fund is actively managed, the Investment Manager will have greater discretion in relation to the composition of the Fund’s portfolio, subject to the investment objectives and policies stated in the Relevant Supplement.

**Currency Hedging at Share Class Level.** A Fund may use FDI, including forward foreign exchange contracts, on behalf of a specific Class in order to hedge some or all of the foreign exchange risk for such Class. Where Classes denominated in different currencies are created within a Fund and currency hedging transactions are entered into to hedge any relevant currency exposure, each such transaction will be clearly attributable to the specific Class and any costs shall be for the account of that Class only. Accordingly, all such costs and related liabilities and/or benefits will be reflected in the net asset value per Share of such Class. Over-hedged or under-hedged positions may arise unintentionally due to factors outside the control of the Investment Manager, but the Investment Manager will ensure that over-hedged positions do not exceed 105% of the Net Asset Value of the relevant Class and under-hedged positions shall not fall short of 95% of the portion of the Net Asset Value of the relevant Class which is to be hedged against currency risk. The Investment Manager will monitor hedging and such monitoring will incorporate a procedure to ensure that positions materially in excess of 100% will not be carried forward from month to month. To the extent that hedging is successful, the performance of the relevant Class of Shares is likely to move in line with the performance of the underlying assets. The use of hedged Share Classes may substantially limit holders of the relevant Class from

benefiting if the currency of the Class moves unfavourably versus the currency in which the assets of the Fund are denominated.

### Changes to Investment Objective and Policies 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 and a reasonable notification period will be provided by the Fund to enable Shareholders to redeem their Shares before the change is implemented. A non-material change in the investment policy will not require Shareholder approval. Any proposal by the Management Company to change an Index, for the reasons outlined below, will be subject to 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 Central Bank's requirements.

The Management Company may in its absolute discretion decide to change or substitute a Fund's Index if they consider it to be in the interests of any Fund. The Management Company may, for instance, substitute an Index where:

- (a) the transferable securities, swaps or other techniques or instruments described under **"Investment Restrictions"** 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 Management Company;
- (b) the quality, accuracy and availability of data of a particular Index has deteriorated;
- (c) the components of the applicable Index would make the Fund (if it were to follow the Index closely) breach the limits set out under **"Investment Restrictions"** and/or materially affect the taxation or fiscal treatment of the Company or any of its Shareholders;
- (d) the particular Index ceases to exist or, in the determination of the Management Company, 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;
- (e) the Index Provider increases its licence fees to a level which the Management Company consider excessive;

- (f) there is a change of ownership of the relevant Index Provider to an entity not considered acceptable by the Management Company and/or a change of name of the relevant Index; or
- (g) 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 cannot be understood as being exhaustive in respect of the ability of the Management Company 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 may 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.

**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. Efficient portfolio management means the reduction of risks, including the risk of tracking error between the performance of a Fund and the performance of the Index tracked by the relevant Fund, the reduction of costs to the Company, the generation of additional capital or income for the Company and hedging against market movements, currency exchange or interest rate risks, subject to the general restrictions outlined in the "Investment Restrictions" section. Hedging is a technique used to minimise an exposure created from an underlying position by counteracting the exposure by acquiring an offsetting position. The positions taken for hedging purposes will not be allowed to materially exceed the value of the assets they seek to offset. To the extent that a Fund uses FDI, there may be a risk that the volatility of the Fund's Net Asset Value may increase. Where FDI are traded by a Fund on a stock exchange, such exchanges must also be Recognised Markets.

The following is a summary description of each of the types of FDI, which may be used for investment purposes or efficient portfolio management by a Fund. More information on the types of FDI used by each Fund is included in the Relevant Supplement.

- **Futures** – Futures contracts are agreements to buy or sell a fixed amount of an index, equity, bond or currency at a fixed date in the future. Futures contracts are exchange-traded instruments and their dealing is subject to the rules of the exchanges on which they are dealt.

- **Forward Foreign Exchange Contracts** – Forward foreign exchange contracts are agreements between parties to exchange fixed amounts of different currencies at an agreed exchange rate at an agreed time in the future. Forward foreign exchange contracts are similar to currency futures, except that they are not exchange-traded, but are instead over the counter instruments. Forward foreign exchange contracts may be used to manage currency exposures represented in the Index. Non-deliverable forward foreign exchange contracts may be used for the same reasons. They differ from standard forward foreign exchange contracts in that at least one of the currencies in the transaction is not permitted to be delivered in settlement of any profit or loss resulting from the transaction. Typically, profit or loss in this case will be delivered in U.S. Dollars or Euros.
- **Warrants** – Warrants grant the right to acquire an underlying security from the issuer (as opposed to an option where a third party grants a right to acquire an underlying security as described below) at a fixed price. A Fund may hold warrants on securities as a substitute for taking a position in the underlying security and/or to gain an exposure within the Central Bank's limits.
- **Options** – Options are contracts in which the writer (seller) promises that the contract buyer has the right, but not the obligation, to buy or sell a certain index, equity, bond or currency at a certain price (the strike price) on or before a certain expiration date, or exercise date. An option giving the buyer the right to buy at a certain price is called a call, while one that gives him/her the right to sell is called a put. The Fund may purchase and write call and put options on securities (including straddles), securities indices and currencies and use options on futures contracts (including straddles) and swap agreements, and/or hedge against changes in interest rates, currency exchange rates or securities prices. A Fund may also use options as a substitute for taking a position in other securities and funds and/or to gain an exposure within the limits laid down by the Central Bank.

Please see "Collateral" below for details of the policy of the Company in relation to collateral received under FDI.

**Use of TBAS.** The use of mortgage-backed securities through "To Be Announced" ("TBA") securities by any Fund will be described in the Relevant Supplement. TBA mortgage-backed securities are, typically, debt securities structured by agencies such as the Federal National

Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac) etc. In the case of a typical TBA transaction, the terms of the security, including coupon, face value, price and settlement date are determined at the time of the trade but there is, effectively, a delayed delivery obligation and there is settlement of TBA mortgage-backed securities, usually, on one specific date in each calendar month. For example, although the Fund may enter into a transaction to acquire a TBA mortgage-backed security, the issuer is not actually obliged to deliver that security to the Fund for a period of, for example, three months. Typically, the Investment Manager and/or Sub-Investment Manager will dispose of any TBA mortgage-backed securities immediately prior to the projected date of settlement and realise any gain on the acquisition and disposal of the TBA mortgage-backed security in that manner. Accordingly, a Fund may use TBA mortgage-backed securities to gain exposure to the mortgage sector without being subject to a requirement to take delivery of the relevant securities. A Fund may use TBA mortgage-backed securities to gain a liquid exposure to the component of the Index that is comprised of U.S. mortgage-backed securities with the intention of minimising tracking error between the Fund and the Index.

**Use of Repurchase/Reverse Repurchase Agreements/Securities Lending Agreements.** The Company may enter into repurchase agreements, reverse repurchase agreements and securities lending agreements subject to the conditions and limits set out in the Central Bank UCITS Regulations. Repurchase agreements and securities lending agreements may be used for efficient portfolio management. Investors should review the Relevant Supplement for confirmation of whether or not a Fund uses such techniques and details of any costs and/or revenue arising from them and the identities of any entities receiving them. 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. When the Fund enters into a reverse repurchase agreement, it should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a marked to market daily basis. When the cash is recallable at any time on a marked to market basis, the marked to market value of the reverse repurchase agreement should be used for the calculation of the Fund's Net Asset Value.

In contrast, in a securities 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. The Fund should ensure that it is able at any time to recall any security that has been lent out or terminate any securities lending agreement into which it has entered. Each Fund may lend its portfolio securities via a securities lending programme through an appointed securities lending agent, including State Street Bank and Trust Company acting through its London Branch and any of its affiliates, to brokers, dealers and other financial institutions desiring to borrow securities to complete transactions and for other purposes. Investors should read the risk warning headed “**Conflicts of Interest Risk**” in the “**Risk Information**” section for further information in relation to the risks associated with the use of affiliates to provide securities lending agency services to the Company.

On 1 February 2022 Regulation (EU) No. 909/2014 (“**CSDR**”) introduced new rules intended to reduce the number of settlement fails and to address settlement fails where they occur within EU central securities depositories. These measures include the introduction of a new cash penalties regime under which the participant within the relevant clearing system responsible for a settlement fail will be required to pay a cash penalty which is in turn distributed to the other participant.

Such penalties that relate to securities lending transactions will be borne entirely by the lending agent and will not be paid out of the assets of the Fund on whose behalf the in-scope transaction was entered into. A securities lending transaction may also result in there being penalty credits as a consequence of the CSDR settlement discipline regime which will be retained by the lending agent and not passed onto the relevant Fund.

Participating in a securities lending programme allows a Fund to receive the net income generated by lending its securities. All revenues from efficient portfolio management techniques and securities lending, net of direct and indirect operational costs (including the fee paid to the securities lending agent), will be returned to the relevant Fund. Pursuant to the terms of the relevant securities lending agreement, the appointed lending agent (State Street Bank and Trust Company, acting through its London branch, or any affiliates) will be entitled to retain a portion of up to 25% of the securities lending gross revenue to cover all fees and costs associated with the securities lending activity, including the delivery of loans, the management of collateral and the provision of the securities lending indemnity and such fees paid will be at normal commercial rates. The Fund will be entitled to at least 75% of the securities lending gross revenues. Information on direct and indirect operational costs and fees incurred by each Fund in this respect, as well as the identity of the entities to which such costs and fees are paid and any affiliation they may have with the Depositary or the Management Company, if applicable, will

be available in the Annual Report. The securities lending arrangements and associated costs will be reviewed at least annually. The securities lending agent (ie State Street Bank and Trust Company) is a related party to the Management Company. Investors should also read the risk warning headed “**Securities Lending Risk**” in the “**Risk Information**” section.

A Fund may only enter into securities lending agreements, repurchase agreements and reverse repurchase agreements with counterparties, which are entities with legal personality and typically located in OECD jurisdictions (and which may or may not be related to the Investment Manager, Depositary or their delegates) in accordance with the requirements of the Central Bank UCITS Regulations and where a credit assessment has been undertaken. Where the counterparty is subject to a credit rating by any agency registered and supervised by the European Securities and Markets Authority, that rating shall be taken into account in the credit assessment. Where a counterparty is downgraded to A2 or below (or comparable rating) by such a credit rating agency, a new credit assessment in respect of the counterparty will be undertaken without delay. Use of the efficient portfolio management techniques described above could adversely affect the liquidity of a Fund’s portfolio and will be taken into account by the Investment Manager in managing the Fund’s liquidity risk and in this respect, investors should also read the risk warning headed “**Liquidity Risk**” in the “**Risk Information**” section.

**Collateral.** A Fund may enter securities lending agreements, repurchase agreements and reverse repurchase agreements only where it acts in accordance with normal market practice, in the best interests of Company and provided that all collateral received under the securities lending contract, repurchase or reverse repurchase agreement (and also under any FDI) meet, at all times, the following criteria:

- **Liquidity.** Collateral should be transferable securities or money market instruments (of any maturity) which are highly liquid and traded on a regulated market or multi-lateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to its pre-sale valuation. Collateral should comply with the provisions of Regulation 74 of the UCITS Regulations and shall be used in accordance with the requirements of this Prospectus and the UCITS Regulations.
- **Valuation.** Collateral should be valued on a daily basis and assets that exhibit high price volatility should not be accepted as collateral unless suitably conservative haircuts are in place. Collateral may be marked to market daily by the counterparty using its procedures, subject to any agreed haircuts, reflecting market

values and liquidity risk and may be subject to daily variation margin requirements.

- **Issuer Credit Quality.** Collateral should be of high quality. A Fund must ensure that where one or more credit rating agencies registered and supervised by the European Securities and Markets Authority (“ESMA”) have provided a rating of the issuer, the credit quality assessment process employed on behalf of the Fund has regard inter alia to those ratings. While there will be no mechanistic reliance on such external ratings, a downgrade below the two highest short-term credit ratings by any agency registered and supervised by ESMA that has rated the issuer must lead to a new assessment of the credit quality of the issuer to ensure the collateral continues to be of high quality.
- **Correlation.** Collateral should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
- **Diversification.** Collateral should be sufficiently diversified in terms of country, markets and issuers. Non-cash collateral will be considered to be sufficiently diversified if the relevant Fund receives from a counterparty a basket of collateral with a maximum exposure to any one issuer of 20% of the Fund’s Net Asset Value. When the Fund is exposed to a variety of different counterparties, the various baskets of collateral are aggregated to ensure exposure to a single issuer does not exceed 20% of the Fund’s Net Asset Value.

Notwithstanding the above, a Fund may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by a EU Member State, one or more of its local authorities, a third country, or a public international body to which one or more EU Member States belong, as disclosed in the section of the Prospectus entitled “Investment Restrictions”. Such a Fund will receive securities from at least six different issues and securities from any single issue will not account for more than 30% of the Fund’s Net Asset Value.

- **Immediately available.** Assets received as collateral should be capable of being fully enforced by the Company at any time without reference to or approval from the counterparty.

It is proposed that each Fund will accept the following types of collateral:

- government or other public securities; and

- equity securities traded on a stock exchange in the EEA, Switzerland, Canada, Japan, the United Kingdom, the United States, Jersey, Guernsey, the Isle of Man, Australia, New Zealand, Hong Kong or Singapore.

The Management Company has implemented a haircut policy in respect of each class of assets received as collateral. This policy takes account of the characteristics of the relevant asset class, including the credit standing of the issuer of the collateral, the price volatility of the collateral and the results of any stress tests which may be performed in accordance with the stress testing policy. The value of the collateral, adjusted in light of the haircut policy, shall equal or exceed, in value, at all times, the relevant counterparty exposure.

Until the expiry of the repurchase agreement, reverse repurchase agreement or securities lending agreement, collateral obtained under such agreement: (a) must be marked to market daily (as valued by the counterparty using its procedures, subject to any agreed haircuts, reflecting market values and liquidity risk); and (b) must equal or exceed, in value, at all times the value of the amount invested or securities loaned.

Collateral must be held by the Depositary, or its agent (where there is title transfer). This is not applicable in the event that there is no title transfer in which case 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.

Details of the exposures obtained through efficient portfolio management techniques, the counterparties used, the type and amount of collateral received to reduce such exposures and any income and expenses, whether direct or indirect, generated by securities lending will be disclosed in the periodic reports of the Company.

Any Fund receiving collateral for at least 30% of its assets will undergo regular stress testing in accordance with the Company’s liquidity stress-testing policy to assess the liquidity risk attached to the collateral it has received.

**Reinvestment of Collateral.** Non-cash collateral received cannot be sold, pledged or reinvested by the Company.

**Risk Management.** The contribution of FDI and the use of the other efficient portfolio management techniques described above to the risk profile of a Fund will be disclosed in its investment policies. Any use of efficient portfolio management techniques by a Fund shall not result in a change to the Fund’s investment objective nor substantially increase the risk profile of the Fund. Although a Fund may be leveraged as a result of its use of FDI and efficient portfolio management techniques, the Fund’s resulting global exposure will not exceed its total net assets, i.e., the

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Fund may not be leveraged in excess of 100% of its Net Asset Value unless otherwise specified in the Relevant Supplement for a Fund.

Each Fund's global exposure and leverage is calculated using the commitment approach. This approach converts each 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. Investors should refer to the "**Risk Information**" section for information in relation to the risks associated with the use of FDI. The Management Company employs a RMP Statement in respect of each Fund which enables it to accurately measure, monitor and manage the various risks associated with FDI, the use of efficient portfolio management techniques and the management of collateral. The Investment Manager will employ only FDI that are covered by the risk management process, as amended from time to time. A statement of this risk management process has been submitted to and cleared by the Central Bank. In the event of a Fund proposing to use additional types of FDI, the risk management process and the Relevant Supplement shall be amended to reflect this intention. The Management 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.

**Borrowing Money.** Each Fund may borrow money from a bank up to a limit of 10% of its Net Asset Value, but only on a temporary basis. Where a Fund has foreign currency borrowings which exceed the value of a back-to-back deposit, the Investment Manager shall ensure that excess is treated as borrowing for the purpose of Regulation 103 of the UCITS Regulations.

**Pooling.** Subject to the general provisions of Articles and in accordance with the requirements of the Central Bank, the Management Company 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. This will be done by establishing a pool of assets ("**Pool**") comprising cash and investments contributed by all Funds which participate in the Pool ("**Participating Funds**"). This technique is known as pooling.

Opportunities to establish pooling arrangements arise where the investment objectives and policies of Participating Funds are sufficiently similar so as to enable the assets contributed by a Participating Fund to be managed in a manner identical to that of all other Participating Funds in the Pool. However, it is not essential that the investment objectives and policies of each Participating Fund in the Pool be identical. It is sufficient that the Investment Manager be in a position to manage the Pool as one portfolio of assets whilst complying

with the investment objectives, policies and restrictions applicable to each Participating Fund.

A Pool is not a separate legal entity and an investor may not invest directly in a Pool. The Investment Manager shall not be permitted to manage the assets of any Fund on a pooled basis without the prior consent of the Management Company. The Management Company may elect at any time to terminate the participation of a Fund in the Pool on notice to the Investment Manager, the Administrator and the Depositary. Further details will be specified in Relevant Supplement of any Fund which engages in "pooling".

### **Operational Issues**

Assets may be contributed to and withdrawn from the Pool by a Participating Fund at any time. A record shall be maintained of all the assets contributed to the Pool by a Participating Fund and the percentage allocation of each of the pooled assets within the Pool that is attributable to each Participating Fund, which shall be allocated on a pro rata basis on each Dealing Day. This percentage allocation will be applied to all assets held in the Pool. When additional cash or securities are contributed to or withdrawn from the Pool by a Participating Fund the allocation percentage of each Participating Fund will be adjusted to reflect the change. Where a contribution is made in cash, a deduction may be made where the Investment Manager considers this necessary to discharge transactions, costs and fiscal charges incurred in investing the cash concerned. Similarly, in the case of a cash withdrawal, a deduction may be made to reflect transaction costs in disposing of securities. Any transaction costs associated with a Participating Fund joining or withdrawing from the Pool shall be borne by that Participating Fund. Dividends, interest and any other distribution of income received in respect of assets will be allocated pro-rata to the Participating Fund's holding of assets. For the avoidance of doubt, assets and liabilities pertaining to the pooled assets will be allocated amongst the Participating Fund(s) in accordance with the records maintained by the Participating Fund through the Administrator and Depositary.

Investors should note that the pooling arrangement may cause the composition of the assets of a Fund to be altered as a result of subscriptions and redemptions in another Participating Fund which would cause the Investment Manager to dispose of or acquire assets for the Pool or may cause the Investment Manager to increase the amount of ancillary liquid assets held by a Fund.

### **Custody of Assets**

The Depositary shall, by relying on a common set of records produced by the Administrator's accounting systems, at all times ensure that it is in a position to identify the assets of a Fund even though the sub-custodian's records may identify the assets as being held in a Pool.

### Termination

The Management Company may elect at any time to terminate a Fund's participation in a Pool on notice to the Investment Manager, the Administrator and the Depositary. Upon such termination each Participating Fund's interest in the Pool will be allocated back to the relevant Participating Fund.

## Proxy Voting & Asset Stewardship

Proxy voting and engagement activities in respect of securities held by the Funds are conducted pursuant to the terms of the Sustainability Proxy Voting and Engagement Policy available at [Sustainability Stewardship Service Proxy Voting and Engagement Policy](#) (the "**Sustainability Stewardship Policy**").

The Sustainability Stewardship Policy focuses on risks and opportunities that may impact long-term value creation, with a focus on sustainability priorities such as climate change, nature and human rights.

The Company has delegated to the Investment Manager responsibility for exercising voting rights and engagement activities pursuant to the Sustainability Stewardship Policy. Subject to its full discretion, the Investment Manager may, from time to time, appoint and delegate voting authority attached to certain securities held by the Funds to an independent third party as necessitated by regulatory or other requirements.

Periodic reports on the proxy voting and engagement activities undertaken under the Sustainability Stewardship Policy will be available at [Sustainability Stewardship Service Proxy Voting and Engagement Policy](#).

### Investor Voting Choice

Under Investor Voting Choice, participating investors are able to select a proxy voting policy that will apply in relation to a pro-rata proportion of the shares (that are available for voting) held by the applicable Fund(s) in which they invest. Any such voting policy selection under Investor Voting Choice will apply in place of the Sustainability Stewardship Policy. See further the "Directed Voting Risk" disclosure.

## ESG Investing

Environmental, social and governance ("ESG") investing is the assessment of material ESG issues during the investment process. It complements traditional research such as analysing financial statements, industry trends and company growth strategies.

ESG investing can be used by investors in a variety of ways to achieve a wide range of investment goals including risk management, alignment with values and to enhance

sustainable long-term performance and may be incorporated into the Investment Policy of a Fund, as described in the Relevant Supplement, in one or more ways further described below.

To facilitate the various investment goals of such investors, the Investment Manager may apply ESG criteria as a core part of or ancillary to the investment policy of the Fund described in the Relevant Supplement. That is to say that certain Funds target ESG specific outcomes while other Funds, while they do not primarily target ESG outcomes, incorporate ESG tools, ancillary to their primary objective, to enhance risk management and to facilitate responsible investing. Each Fund has been classified under SFDR and this has been disclosed in the Relevant Supplements.

Additional information regarding State Street Investment Management's ESG investment approach can be found at [ssga.com/esg](https://ssga.com/esg).

The Funds do not pursue a reduction of negative externalities caused by underlying investments and therefore do not consider principal adverse impacts of their investment decisions unless otherwise stated in the Relevant Supplement.

For the purposes of Article 4 of SFDR, the Management Company does not consider the adverse impacts of investment decisions on sustainability factors at its entity level.

### ESG Screening

For certain Funds the relevant Index will incorporate negative and/or norms-based screening, for example, by excluding securities related to certain sectors, companies or practices based on specific ESG criteria. An example of norms based screening is the exclusion of securities issued by companies that are found, following research, to contravene international norms in relation to environmental protection, human rights, labour standards and anti-corruption.

An example of a negative screen is the exclusion of securities issued by companies that are found, following research, to be involved in the area of controversial weapons, as set out in the Convention of Cluster Munitions and / or the exclusions of companies based on other ESG criteria such as ESG rating thresholds.

For funds incorporating an ESG screening approach, a negative and/or norms-based ESG Screen is applied to the Index (as set out in the Relevant Supplement) itself. That is, prior to the construction of the Index and on an ongoing basis, the Index provider will exclude certain securities from the investment universe based on an assessment of their adherence to certain ESG criteria as laid out in the Relevant Supplement using the ESG exclusionary screening

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methodology of that Index provider. The ESG exclusionary screening methodology of the Index provider is available on the website disclosed in the Relevant Supplement. Investors should read the “**Index Strategies and Sustainability Integration**” section in “**Investment Strategies**” above for further information.

## ESG Best in Class Investing

ESG Best in Class investing refers to the composition of portfolios that systematically favour companies with a better ESG performance relative to investment universes and/or industry peers when assessed against objective criteria. See each Relevant Supplement for details on where ESG Best in Class Investing is embedded.

## Taxonomy Regulation

The Taxonomy Regulation establishes criteria for determining whether an economic activity qualifies as environmentally sustainable in the context of particular environmental objectives.

The Taxonomy Regulation requires the Management Company to disclose (i) how and to what extent it has used the Taxonomy Regulation to determine the sustainability of the Funds’ underlying investments; and (ii) to what environmental objective(s), as set out within the Taxonomy Regulation, the underlying investments contribute.

Unless otherwise stated in the Relevant Supplement, the investments in the Funds do not take into account the EU criteria for environmentally sustainable economic activities.

## ESG Integration

ESG Integration refers to the integration of qualitative and quantitative ESG information, including Sustainability Risks, in the investment processes with the objective of enhancing investment decision-making. ESG integration aims to improve financial performance and/or mitigate financial risk. It involves considering ESG factors explicitly and systematically in investment analysis and decisions to lower risk and generate returns. ESG integration is a broad tool, considering material ESG components as a driver of risk and/or return, rather than achieving particular environmental, social, or governance goals. Its application to a specific Fund should be tailored depending on the asset class, investment strategy and targeted outcome. In considering the appropriate design, the Investment Manager will assess if and how financially material ESG issues are integrated into their decision-making processes, consider appropriate ESG signals and factors to mitigate risk and identify opportunities for long-term performance.

## Purchase and Sale Information

**Primary Markets.** A Fund will issue (or redeem) ETF Shares

to Authorised Participants in large volumes in accordance with the terms of this Prospectus. ETF Shares may be issued and redeemed in exchange for cash, securities or a combination of cash and securities.

A Fund will issue (or redeem) Non-ETF Shares to investors in accordance with the terms of this Prospectus. Non-ETF Shares may be issued and redeemed in exchange for cash, securities or a combination of cash and securities.

Notwithstanding anything to the contrary contained in this section and in the paragraph titled “Subscription for ETF Shares” under the heading “Primary Market” in the “Purchase and Sale Information” section of this Prospectus, in the context of any proposed amalgamation or merger into a Fund of any sub-fund or sub-funds of any other collective investment scheme or schemes (“**Merging Funds**”), ETF

Shares in a Fund may be issued to investors in the Merging Funds, or their nominees, who are not Authorised Participants.

Upon receipt of such ETF Shares, the Merging Funds’ investors who are not Authorised Participants will not be able to redeem those ETF Shares directly with the Company other than in exceptional circumstances, as determined by the Directors, as referred to under the sub-heading “Secondary Market – Secondary Market Purchases and Sales of ETF Shares” in the “Purchase and Sale Information” section of the Prospectus, nor will the Merging Funds’ investors have the ability to subscribe directly for new ETF Shares.

**Secondary Markets.** ETF Shares may be purchased and sold in smaller volumes on the relevant Listing Stock Exchange(s) through brokers at market prices. Because ETF Shares trade on the Listing Stock Exchanges at market prices rather than the Net Asset Value per Share, ETF 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). Investors should also read the risk warning headed “Cost of Buying Or Selling ETF Shares Risk” in the “Risk Information” section for further information in relation to the risks associated with the buying and selling shares on the secondary market. In exceptional circumstances, as determined by the Directors, investors may apply to the Company to be registered as the owners of ETF Shares purchased on secondary markets in order to access primary market redemption facilities.

Investors should refer to the “Purchase and Sale Information” section for further details.

## Operation of the Subscription and Redemption Collection Account

The Company has established collection accounts at umbrella level in the name of the Company (the “**Umbrella**”

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**Cash Collection Accounts**”), and has not established such accounts at Fund level. All subscriptions into and redemptions and distributions due from the Funds will be paid into the Umbrella Cash Collection Accounts. Monies in the Umbrella Cash Collection Accounts, including early subscription monies received in respect of a Fund, do not qualify for the protections afforded by the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) Investor Money Regulations 2015 (as may be amended from time to time) for fund service providers.

Pending the issue of Shares, and pending payment of redemption proceeds or distributions, the relevant investor will be an unsecured creditor of the relevant Fund in respect of amounts paid by or due to it.

All subscriptions (including subscriptions received in advance of the issue of Shares) attributable to, and all redemptions, dividends or cash distributions payable from, a Fund will be channelled and managed through the Umbrella Cash Collection Accounts. Subscriptions amounts paid into the Umbrella Cash Collection Accounts will be paid into an account in the name of the Depositary on behalf of the relevant Fund. Redemptions and distributions, including blocked redemptions or distributions, will be held in the Umbrella Cash Collection Accounts until the payment due date (or such later date as blocked payments are permitted to be paid), and will then be paid to the relevant redeeming Shareholder.

The Depositary will be responsible for safe-keeping and oversight of the monies in the Umbrella Cash Collection Accounts, and for ensuring that relevant amounts in the Umbrella Cash Collection Accounts are attributable to the appropriate Funds.

The Company and the Depositary have agreed an operating procedure in respect of the Umbrella Cash Collection Accounts, which identifies the participating Funds, the procedures and protocols to be followed in order to transfer monies from the Umbrella Cash Collection Accounts, the daily reconciliation processes, and the procedures to be followed where there are shortfalls in respect of a Fund due to late payment of subscriptions, and/or transfers to a Fund of moneys attributable to another Fund due to timing differences.

Where subscription monies are received in the Umbrella Cash Collection Accounts without sufficient documentation to identify the investor or the relevant Fund, such monies shall be returned to the relevant investor within five Business Days. Failure to provide the necessary complete and accurate documentation is at the investor's risk.

## 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 is 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.

## 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 is set out in the Relevant Supplement. Unless disclosed otherwise in the Relevant Supplement, typical investors are expected to be retail and institutional investors.

**Report and Accounts.** The Company's accounting period will end on 31 March 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 i.e. normally in July of each year. The unaudited half-yearly reports of the Company will be made up to 30 September in each year. The unaudited half yearly reports will be published within two months of the end of the half year period to which they relate, i.e., normally in November of each year. 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.

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

**Share Capital.** The authorised share capital of the Company is 500,000,000,002 (five hundred billion and two) Shares of no par value divided into 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 Subscriber Shares entitle the holders to attend and vote at general meetings of the Company but do not entitle the holders to participate in the profits or assets of the Company except for a return of capital on a winding-up. The Shares (other than the Subscriber 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.

**Distribution and Selling Restrictions.** The distribution of this Prospectus and the offering or purchase of Shares may be restricted in certain jurisdictions. This Prospectus does not constitute and may not be treated as an offer or solicitation by or to anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction.

Shares are offered only on the basis of the information contained in this Prospectus. Any further information or representations given or made by any dealer, broker or other person should be disregarded and, accordingly, should not be relied upon. No person has been authorised to give any information or to make any representation in connection with the offering of Shares other than those contained in this Prospectus for the Company and, if given or made, such information or representations must not be relied on as having been authorised by the Directors or the Management Company. Statements in this Prospectus are in accordance with the law and practice in force in Ireland at the date hereof and are subject to change. Neither the delivery of this Prospectus nor the issue of Shares shall, under any circumstances, create any implication or constitute any representation that the affairs of the Company have not changed since the date hereof.

This Prospectus may also be translated into other languages. Any such translation shall only contain the same information and have the same meaning as the English language Prospectus. To the extent that there is any inconsistency between the English language Prospectus and the Prospectus in another language, this English language Prospectus will prevail, except, to the extent (but only to the extent) required by law of any jurisdiction where the Shares are sold, that in an action based upon disclosure in a Prospectus in a language other than English, the language of the Prospectus on which such action is based

shall prevail. All disputes as to the contents of this Prospectus shall be governed in accordance with the laws of Ireland.

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

- a) 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;
- b) 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;
- c) 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 Depositary, 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;
- d) 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 Depositary, 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;
- e) 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 Depositary, 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;
- f) 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

- g) 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 (other than the Subscriber 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. The Subscriber Shares entitle the Shareholders holding them to attend and vote at all meetings of the Company, but do not entitle the holders to participate in the dividends or net assets of any Fund.

**Information Requests.** The Company or its duly authorised agent may from time to time require investors to provide them with information relating to: (a) the capacity in which they hold an interest in Shares; (b) the identity of any other person or persons then or previously interested in such Shares; (c) the nature of any such interests; and (d) any other matter where disclosure of such matter is required to enable compliance by the Company with applicable laws or the constitutional documents of the Company.

**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 Management Company. The details of any additional investment restrictions will be set out below and/or in the

Relevant Supplement.

### 1. Permitted Investments

Investments of a Fund are confined to:

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

### 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. (1) Subject to paragraph (2) a responsible person shall not invest any more than 10% of assets of a Fund in securities of the type to which Regulation 68(1)(d) of the UCITS Regulations apply.  
  
(2) Paragraph (1) does not apply to an investment by a responsible person in US Securities known as "Rule 144 A securities" provided that:
  - the relevant securities have been issued with an undertaking to register the securities with the Securities Exchange Commission within 1 year of issue; and
  - the securities are not illiquid securities, i.e. they may be realised by the Fund within 7 days at the price, or

approximately at the price, 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. Upon the prior approval of the Central Bank, 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 bondholders. 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 shall not invest more than 20% of its net assets in deposits made with the same body.
- 2.8. The risk exposure of a Fund to a counterparty to an over the counter ("OTC") derivative may not exceed 5% of net assets.

This limit is raised to 10% in the case of a credit institution authorised in the EEA; a credit institution authorised within a signatory state (other than an EEA Member State) to the Basle Capital Convergence Agreement of July 1988; or a credit institution authorised in a third country deemed equivalent pursuant to Article 107(4) of the Capital Requirements Regulation (EU) No. 575/2013 or any other entity permitted by the Central Bank.

- 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) counterparty risk exposures arising from OTC derivatives transactions.
- 2.10. The limits referred to in 2.3, 2.4, 2.5, 2.7, 2.8 and 2.9 above may not be combined, so that exposure to a single body shall not exceed 35% of 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 net assets in different transferable securities and money market instruments issued or guaranteed by any Member State, its local authorities, non-Member States or public international body of which one or more Member States are members. The individual issuers must be listed in the Prospectus and may be drawn from the following list: OECD Governments (provided the relevant issues are investment grade), the Governments of Brazil or India (provided the relevant issues are investment grade), the Government of the People's Republic of China (provided that the relevant issues are investment grade), the Kingdom of Saudi Arabia (provided the issues are of investment grade), European Investment Bank, European Bank for Reconstruction and Development, International Finance Corporation, International Monetary Fund, Euratom, The Asian Development Bank, European Central Bank, Council of Europe, Eurofima, African Development Bank, International Bank for Reconstruction and Development (The World Bank), The Inter American

Development Bank, European Union, Federal National Mortgage Association (Fannie Mae), Federal Home Loan Mortgage Corporation (Freddie Mac), Government National Mortgage Association (Ginnie Mae), Student Loan Marketing Association (Sallie Mae), Federal Home Loan Bank, Federal Farm Credit Bank, Tennessee Valley Authority, the Government of Singapore, 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 any one CIS. Such CIS must themselves be prohibited from investing more than 10% of net assets in total in other open-ended CIS. Investment in alternative investment funds may not, in aggregate, exceed 30% of net assets.
- 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 are observed;
- (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 may allow 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<sup>1</sup>;
  - (iii) units of collective investment undertakings; or
  - (iv) financial derivative instruments.
- 5.8. A Fund may hold ancillary liquid assets.
- 6. FDI**
- 6.1. A Fund's global exposure (as prescribed in the Central Bank UCITS Regulations) relating to FDI must not exceed its total net asset value.
- 6.2. Position exposure to the underlying assets of FDI, including embedded FDI in transferable securities or money market instruments, when combined where relevant with positions resulting from direct investments, may not exceed the investment limits set out in the Central Bank UCITS Regulations. This provision does not apply in the case of Index based FDI provided the underlying Index is one which meets with the criteria set out in the Central Bank UCITS Regulations.
- 6.3. A Fund may invest in FDI dealt OTC, provided that the counterparties to such OTC 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.**
- 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 purposes of this restriction, the holding of ancillary liquid assets such as deposits, and the acquisition of bonds, notes certificate of deposit, bankers acceptances and other

<sup>1</sup> Any short selling of money market instruments by the Funds is prohibited

debt securities or obligations permitted by the UCITS Regulations, and the acquisition of transferrable 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. Risk information which is particularly relevant 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.

Investors should be aware that an investment in a Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme.

Before making an investment decision with respect to any Fund, prospective investors should carefully consider all of the information 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 the Shares of any Fund 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.

The price of the Shares of a Fund 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 and it may not achieve its investment objective.

**Commodities Risk.** Prices of commodities are influenced by, among other things, various macro-economic factors such as changing supply and demand relationships, weather conditions and other natural phenomena, agricultural, trade, fiscal, monetary, and exchange control programmes and policies of governments (including government intervention in certain markets) and other unforeseeable events. The intention of any Fund to invest in commodities will be disclosed in the Relevant Supplement.

**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 or issuers 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 economic sector will have a greater effect on the Fund, and may potentially increase the Fund's volatility levels, than if it had not concentrated its assets in that industry, market or sector. The Fund's liquidity may also be affected by such concentration of investment.

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 economic 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 Risk.** Conflicts of interest may arise in connection with an investment in the Company. Subject to applicable law, the Company may engage in transactions that may trigger or result in a potential conflict of interest. These transactions include (but are not limited to):

- 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, reverse repurchase agreements and derivatives 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

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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 Depositary, the Management Company, or by any entities related to such parties, provided that such transactions are carried out as if 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 Depositary (or the Management Company in the case of a transaction involving the Depositary or an affiliate of the Depositary) 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 Depositary (or the Management Company in the case of a transaction involving the Depositary or an affiliate of the Depositary) is satisfied conform to the principles set out above. The Depositary (or the Management Company in the case of a transaction involving the Depositary or an affiliate of the Depositary) shall document how it has complied with (i), (ii) or (iii) above. Where transactions are conducted in accordance with (iii), the Depositary (or the Management Company in the case of a transaction involving the Depositary or an affiliate of the Depositary) shall document its rationale for being satisfied that the transaction conformed to the principles outlined in this paragraph.

There is no prohibition on the Depositary, 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 the 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 interest of the Shareholders. The Investment Manager will be required to provide best execution when executing orders or transmitting orders on behalf of the Company. The Investment Manager will take all sufficient steps to obtain, when executing orders or transmitting orders on the Company's behalf, the best possible result for the Company, taking into account price, costs, speed, likelihood of

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execution and settlement, size, nature or any other consideration relevant to execution of the order. When executing or transmitting orders on behalf of the Company, the Investment Manager will take into account any specific instruction from the Board or its duly authorised delegate regarding execution of the order.

A Director may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is interested, provided that he has disclosed to the Directors prior to the conclusion of any such transaction or arrangement the nature and extent of any material interest of his therein. The Directors shall endeavour to ensure that any conflict of interest is resolved fairly.

The foregoing does not purport to be a comprehensive list or complete explanation of all potential conflicts of interests which may affect the Company. The Company may encounter circumstances, or enter into transactions, in which conflicts of interest that are not listed or discussed here may arise.

**Costs of Buying or Selling ETF Shares Risk.** Investors buying or selling ETF 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 ETF Shares. In addition, secondary market investors will incur the cost of the difference between the price that an investor is willing to pay for ETF Shares (the “**bid**” price) and the price at which an investor is willing to sell ETF 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 ETF Shares based on trading volume and market liquidity, and is generally lower if a Fund’s ETF Shares have more trading volume and market liquidity and higher if a Fund’s ETF 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 ETF Shares, including bid/ask spreads, frequent trading of ETF Shares may significantly reduce investment results and an investment in ETF Shares may not be advisable for investors who wish to trade regularly in relatively small amounts.

**Counterparty Risk.** The Funds will be subject to credit risk with respect to the counterparties with which the Company on behalf of a Fund enters into derivatives contracts, foreign exchange, currency forward contracts, other transactions such as repurchase agreements or reverse 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 reorganization proceeding (including recovery of any collateral posted by it) and may obtain only a limited recovery

or may obtain no recovery in such circumstances. In addition, if the credit rating of a derivatives counterparty or potential derivatives counterparty declines, the Company may determine not to enter into transactions on behalf of a Fund with that counterparty in the future and/or may terminate any transactions currently outstanding between the Fund and that counterparty; alternatively, the Company may in its discretion determine on behalf of the Fund to enter into new transactions with that counterparty and/or to keep existing transactions in place, in which event the Fund would be subject to any increased credit risk associated with that counterparty. Regulatory changes adopted or proposed to be adopted by regulators in the U.S. and outside the U.S. may have the effect of increasing certain counterparty risks in connection with over-the-counter transactions entered into by a Fund.

Under applicable law or contractual provisions, including if a Fund enters into an investment or transaction with a financial institution and such financial institution (or an affiliate of the financial institution) experiences financial difficulties, the Fund may in certain circumstances be prevented or delayed from exercising its rights to terminate the investment or transaction, or to realise on any collateral and may result in the suspension of payment and delivery obligations of the parties under such investment or transactions or in another institution being substituted for that financial institution without the consent of the Fund. Further, the Fund may be subject to “bail-in” risk under applicable law whereby, if required by the financial institution’s authority, the financial institution’s liabilities could be written down, eliminated or converted into equity or an alternative instrument of ownership. A bail-in of a financial institution may result in a reduction in value of some or all of its securities and a Fund that holds such securities or has entered into a transaction with such a financial security when a bail-in occurs may also be similarly impacted.

**Currency Hedging Risk.** Hedges are sometimes subject to imperfect matching between the hedging transaction and the risk sought to be hedged. There can be no assurance that the Fund’s hedging transactions will be effective. As the purpose of currency hedging is to try to reduce or eliminate losses caused by exchange rate fluctuations, it can also reduce or eliminate gains where the currency in which the Fund’s assets are denominated appreciates.

**Currency Risk.** A Fund may invest in securities that are denominated in currencies that differ from the Fund’s Base Currency. Changes in the values of those currencies relative to a Fund’s 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 favorable currency

fluctuations.

The values of other currencies relative to a Fund's Base Currency may fluctuate in response to, among other factors, interest rate changes, intervention (or failure to intervene) by national governments, central banks, or supranational entities such as the International Monetary Fund, the imposition of currency controls and other political or regulatory developments. Currency values can decrease significantly both in the short term and over the long term in response to these and other developments. Continuing uncertainty as to the status of the Euro and the European Monetary Union (the "EMU") has created significant volatility in currency and financial markets generally. Any partial or complete dissolution of the EMU, or any continued uncertainty as to its status,

could have significant adverse effects on currency and financial markets, and on the values of a Fund's portfolio investments.

**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 Depositary will hold assets in compliance with applicable laws and such specific provisions as agreed in the Depositary Agreement. These requirements are designed to protect the assets against the insolvency in bankruptcy of the Depositary but there is no guarantee they will successfully do so. See also "**International Investment Risk**".

**Derivatives Risk.** The Funds may use derivative instruments for both efficient portfolio management and for investment purposes. Each Fund's Relevant Supplement will indicate how the Fund intends to use derivative instruments. A Fund's use of derivative instruments 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 derivative transaction to not have the effect the Investment Manager anticipated;
- The failure of the counterparty to the derivative transaction to perform its obligations under the transaction or to settle a trade (see also "**Counterparty Risk**");
- Possible mispricing or improper valuation of the

derivative instrument;

- Imperfect correlation in the value of a derivative with the asset, rate, or index underlying the derivative;
- The risks specific to the asset underlying the derivative instrument;
- Possible increase in the amount and timing of taxes payable by Shareholders;
- Lack of liquidity for a derivative instrument 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 derivative trading.

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

Further, when a Fund invests in a derivative instrument, it may not be required to post collateral equal to the amount of the derivative investment. Consequently, the cash held by the Fund (generally equal to the unfunded amount of the derivative) 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.

**Directed Trading Risk.** Investors transacting on the primary market only may request the execution of a transaction, including, without limitation, the sale or purchase of securities on their behalf, in accordance with specific terms, which may include, without limitation, the use of a particular broker, counterparty or market or in any way other than in accordance with the standard terms on which the Investment Manager executes transactions for the Company generally, having regard to its obligation to provide best execution to the Company. Where such a request is agreed to, neither the Company nor its agents, including, for the avoidance of doubt, the Investment Manager, shall be liable for any loss, damage or delay, including any delay in effecting or failure to effect a subscription or redemption, caused by any omission, error, failed or delayed trade or settlement on the part of the investor or the designated broker or other counterparty. Should the investor or the designated broker or other counterparty default on, or otherwise fail to complete, any part of the relevant transaction, the investor

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shall bear all associated risks and costs and the Company shall have the right to amend the terms of the transaction (including the choice of broker) and the investor's subscription or redemption, to take into account such default and/or failure and in order to complete the transaction.

**Directed Voting Risk.** Investors in certain Funds may, from time to time, enter into arrangements pursuant to which such investors have the ability to select a proxy voting policy that will apply in relation to a pro-rata proportion of shares (that are available for voting) held by the Fund(s) in which they have been allocated Shares. Such investors owe no fiduciary duty to the Fund(s). An investor's choice of voting policy and the voting of shares in accordance with such policy may not reflect, and may in fact conflict with, the concerns and values of one or more other investors in the Fund(s).

To the extent that shares held by a Fund are voted pursuant to such an arrangement there is the risk that such shares may be voted in a way that is different to how other equivalent shares held by the Fund are being voted. There is no guarantee that a pro-rata proportion of shares held by a Fund will be voted in accordance with a participating investor's voting arrangement. The availability of the proxy voting program is subject to any applicable regulatory, operational (including in respect of fractional voting rights), local market (including any applicable local restrictions on split voting), tax, cost or other constraints of the third party proxy voting or State Street Investment Management.

No warranty or acceptance of any liability is provided by the Management Company, or any other party in relation to the implementation of any such voting arrangement, and no guarantee is provided that voting will be in line with the voting arrangement. There is the risk that some or all of such pro-rata proportion of shares will not be voted or will be voted pursuant to another proxy voting arrangement. There is also the risk that the third party proxy voting administrator's interpretation of how a voting policy should be applied in respect of a vote may be different to an investor's interpretation as to how the policy should be interpreted in respect of that vote.

Depending on the investor's corporate structure, there is the risk that, pursuant to the proxy voting program, shares may be voted of a company which is in the investor's group of companies.

The Management Company reserves the right to suspend or cancel, in full or in part, the proxy voting program (in any one instance or more broadly), including with immediate effect, if required by applicable law or regulation or if the Management Company otherwise considers that this is appropriate. This may result in shares being voted in accordance with the Management Company's proxy voting policy rather than in accordance with the proxy voting program.

**ESG Risk.** The incorporation of ESG considerations in a Fund's investment process or the Index methodology may cause it to make different investments than funds for which such considerations are not incorporated in their investment process or index methodology, which may impact the performance of the Fund relative to such other funds. Companies that the Fund invests in may be susceptible to various factors that may impact their businesses or operations. Examples of such factors could include levels of governmental funding for clean energy or other environmental initiatives, the effects of general economic conditions throughout the world, increased competition from other providers of services, changes in tax laws or accounting policies or changes in applicable law or regulations. The Investment Manager and/or Sub-Investment Manager may rely on ESG data, or information relating to a company's ESG characteristics, provided by third parties that is incomplete, inconsistent or inaccurate which may affect investments made by the Fund. A Fund may invest in companies that do not reflect the beliefs and values of any particular investor. See also **Sustainability Risk**.

**Fees and Expenses Risk.** Whether or not a Fund is profitable it is required to pay fees and expenses, including organisation and offering expenses, brokerage commissions, management, administrative and operating expenses and custodian fees. A portion of these expenses may be offset by interest income.

**Financial Institution Risk.** Some instruments which the Funds may purchase are issued or guaranteed by financial institutions, such as banks and brokers, or are collateralised by securities issued or guaranteed by financial institutions. Changes in the creditworthiness of any of these institutions may adversely affect the values of instruments held by the Fund. Adverse developments in the banking industry may cause a Fund to underperform relative to a fund that invests more broadly across different industries or has a smaller exposure to financial institutions.

**Fluctuation of Net Asset Value and Market Pricing Risk.** 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 ETF Shares on the Listing Stock Exchange. It cannot be predicted whether ETF 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 ETF 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 ETF Shares may deviate significantly from the Net Asset Value per Share during periods of market volatility. However, given that ETF 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 ETF 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 ETF 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.

**Foreign Exchange Risk.** The Company on behalf of a Fund may enter into a variety of different foreign currency transactions, including, by way of example, currency forward transactions, spot transactions, futures contracts, swaps, or options. Most of these transactions are entered into “over the counter,” and the Fund assumes the risk that the counterparty may be unable or unwilling to perform its obligations, in addition to the risk of unfavorable or unanticipated changes in the values of the currencies underlying the transactions. Over-the-counter currency transactions are typically uncollateralized, and a Fund may not be able to recover all or any of the assets owed to it under such transactions if the counterparty should default. Many types of currency transactions are expected to continue to be traded over the counter even after implementation of the clearing requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act. In some markets or in respect of certain currencies, a Fund may be required, or agree, in the Company’s discretion, to enter into foreign currency transactions via the Depositary’s relevant sub-custodian. The Company may be subject to a conflict of interest in agreeing to any such arrangements on behalf of a Fund. Such transactions executed directly with the sub-custodian are executed at a rate determined solely by such sub-custodian. Accordingly, a Fund may not receive the best pricing of such currency transactions. Recent regulatory changes in a number of jurisdictions may require that certain currency transactions be subject to central clearing, or be subject to new or increased collateral requirements. These changes could increase the costs of currency transactions to a Fund and may make certain transactions unavailable; they may also increase the credit risk of such transactions to a Fund.

**Futures Contracts and other Exchange Traded Derivatives Risks.** Certain Funds may purchase futures contracts and other exchange-traded derivatives. The ability to establish and close out positions in futures contracts and other exchange-traded derivatives will be subject to the development and maintenance of a liquid secondary market. There is no assurance that a liquid secondary market on an exchange will exist for any particular futures contract or other exchange-traded derivative or at any particular time. In the event no such market exists for a particular derivative, it

might not be possible to effect closing transactions, and a Fund will be unable to terminate its exposure to the derivative. If a Fund uses futures contracts or other exchange-traded derivatives for hedging purposes, there is a risk of imperfect correlation between movements in the prices of the derivatives and movements in the securities or index underlying the derivatives or movements in the prices of the Fund’s securities that are the subject of a hedge. The prices of futures and other exchange-traded derivatives, for a number of reasons, may not correlate perfectly with movements in the securities or index underlying them. A Fund will incur brokerage fees in connection with its exchange-traded derivatives transactions. A Fund will typically be required to post margin with its applicable counterparty in connection with its transactions in futures contracts and other exchange-traded derivatives. In the event of an insolvency of the counterparty, the Fund may not be able to recover all (or any) of the margin it has posted with the counterparty, or to realise the value of any increase in the price of its positions.

**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 the actual securities comprising the Index. Further, the Fund generally will not sell a security included in an Index as long as such security is part of the Index regardless of any sudden or material decline in value or foreseeable material decline in value of such security, even though the Investment Manager may make a different investment decision for other accounts or portfolios that hold such security. 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. The Company may not be successful in selecting a portfolio of investments that will provide a return that correlates closely with that of the Index. As will be disclosed in the Relevant Supplement, the Company may also apply one or more “screens” or investment techniques to refine or limit the number or types of issuers included in the indices in which the Funds may invest. Application of such screens or techniques may result in investment performance below that of the Index and may not produce results expected by the Company.

**Index Error Risk:** If a Fund has the investment objective to seek to track the performance of a benchmark index as published by the relevant index provider, there is a risk that the index provider will not compile or calculate the Index accurately. Although the Index provider provides

descriptions of what the Index is designed to achieve, the Index provider does not provide any warranty or accept any liability in relation to any error relating to the Index, including any error in respect of the quality, accuracy or completeness of Index data, and does not guarantee that the Index will be in line with the described Index methodology. The Management Company and affiliates do not provide any warranty or guarantee for Index provider errors and do not have any responsibility for the identification or correction of such errors. Errors in respect of the quality, accuracy and/or completeness of Index data may occur from time to time and may not be identified and corrected for a period of time. Gains, losses or costs associated with index provider errors will be borne by the relevant Fund and its investors. For example, during a period where the Index contains incorrect constituents, a Fund tracking such published Index would have market exposure to such constituents and would be underexposed to the constituents that should have been included in the Index. Therefore, such errors may result in a negative or positive performance impact to the relevant Fund and its investors. Any gains from Index provider errors affecting a Fund will be kept by that Fund and its investors and any losses resulting from such Index provider errors will be borne by that Fund and its investors.

**Index Licence Risk.** If in respect of an Index, at any time, the licence granted (if required) to the Company or the Investment Manager (or its affiliates) to replicate or otherwise use the Index for the purposes of a Fund terminates, or such a licence is otherwise disputed, impaired or ceases (for any reason), the Management Company may be forced to replace the Index with another index which they determine to track substantially the same market as the Index in question and which they consider to be an appropriate index for the relevant Fund to track and such a substitution or any delay in such a substitution may have an adverse impact on the Fund. In the event that the Management Company is unable to identify a suitable replacement for the relevant index, the Directors may be forced to terminate 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 an Index. Furthermore, the total return on investment in the Shares of a Fund 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; Emerging Markets 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 effect on a Fund's performance.

Further, investment in emerging markets subjects a Fund to a greater risk of loss than investments in developed markets. This is due to, among other things:

- greater market volatility;
- lower trading volume and liquidity issues;
- limited securities markets;
- restrictions on purchases of securities by foreign investors;
- political and economic instability; economic dependence on a few industries or on international trade or revenue from particular commodities;
- high levels of inflation, deflation or currency devaluation;
- regulatory, financial reporting, accounting and disclosure standards that may be less stringent than those of developed markets;
- settlement and custodial systems that are not as well-developed as those in developed markets that may cause delays in settlement and possible "failed settlements";
- precarious financial stability of issuers (including governments);
- greater risk of market shut down; and

- more governmental limitations on foreign investment policy than those typically found in a developed market.

The foregoing factors may cause a Fund's investments to be more volatile than if the Fund invested in more developed markets and may cause a Fund to realise losses. This risk of increased volatility and losses may be magnified by currency fluctuations relative to the Base Currency of the Fund.

**Investment Style Risk – Geographic Focus - UK:** Certain Funds will concentrate investment exposure on the UK and, consequently, such Fund's performance is expected to be closely tied to the social, political, and economic conditions within that country and its exposure to related risks could make its performance more volatile than the performance of more geographically diversified funds. The UK has one of the largest economies in Europe and the U.S. and other European countries are substantial trading partners of the UK. As a result, the UK economy may be impacted by changes to the economic condition of the U.S. and other European countries. The UK economy, along with certain other EU economies, experienced a significant economic slowdown during the recent financial crisis and certain British financial institutions suffered significant losses, were severely under-capitalised and required government intervention to survive. The UK economy relies heavily on the export of financial services to the U.S. and other European countries and, therefore, a prolonged slowdown in the financial services sector may have a negative impact on the UK economy. Continued governmental involvement or control in certain sectors may stifle competition in certain sectors or cause adverse effects on economic growth. In the past, the UK has been a target of terrorism. Acts of terrorism in the UK or against British interests abroad may cause uncertainty in the UK financial markets and adversely affect the performance of the issuers to which the Fund has exposure.

The UK held a referendum with respect to its membership in the EU (the "EU Referendum") on 23 June 2016. Following the result of the EU Referendum, the UK officially withdrew from the EU on 31 January 2020 but will continue to follow all of the EU rules and its trading relationship will remain the same until the end of the transitional period ending on 31 December 2020. There are a number of uncertainties in connection with the future of the UK and its relationship with the EU, including the terms of the agreement it reaches in relation to its withdrawal from the EU and any agreements it reaches in relation to its future relationship with the EU. The negotiation of the UK's continuing relationship with the EU is likely to take a number of years. The ongoing uncertainty around the UK's ongoing relationship with the EU may cause uncertainty in the global financial markets and the impact of this on the UK, the EU and the global financial markets is not clear but could be significant and far-reaching.

**PRC and Greater China Region Risks.** One or more Funds may make PRC Investments through Access Programme(s). By using these Access Programme(s), the Fund may be subject to new, uncertain or untested rules and regulations promulgated by the relevant regulatory authorities. Moreover, current regulations governing a Fund's investment in PRC companies may be subject to change. There can be no guarantee that the PRC regulatory authorities would not provide a requirement in the future affecting the relevant Fund's ability to achieve its investment allocation, for example, introducing a mandatory investment allocation requirement under the relevant PRC regulations (e.g. a minimum percentage of the PRC Investments should be invested in a particular type of asset). There can be no assurance that the Access Programme(s) will not be abolished. Any Fund investing in securities issued by issuers from the PRC or the greater China region using an Access Programme(s) may be adversely affected as a result of such changes. In addition to the risks pertinent to investment in emerging markets, investors in such Funds should also consider the following risks.

**PRC Foreign Shareholding Restrictions Risk.** There are limits on the total shares held by all underlying foreign investors and/or a single foreign investor in one PRC listed company based on thresholds as set out under the PRC regulations (as amended from time to time), and the capacity of the Fund (being a foreign investor) to make investments in China A Shares will be affected by the relevant threshold limits and the activities of all underlying foreign investors. It will be difficult in practice to monitor the investments of the underlying foreign investors since an investor may make investment through different permitted channels under PRC laws. Should the shareholding of a single foreign investor in a China A Share listed company exceed the above restrictions, the investor would be required to unwind his position on the excessive shareholding according to a last-in-first-out basis within a specific period. The SSE/SZSE and the SEHK will issue warnings or restrict the buy orders for the related China A Shares if the percentage of total shareholding is approaching the upper limit of the aggregate foreign investor shareholding limit. Such disposal will affect the Funds in making investments in China A Shares, Stock Connect or the QFI regime.

**PRC Short Swing Profit Rule Risk.** According to PRC securities law, a Substantial Shareholder has to return any profits obtained from the purchase and sale of shares of such PRC Listco if both transactions occur within a six-month period. In the event that a Fund becomes a Substantial Shareholder by investing in China Connect Securities, the profits that the Fund may derive from such investments may be limited, and thus the Fund's returns may be adversely affected depending on the Fund's size of investment in China Connect Securities.

**PRC Disclosure of Interests Risk.** Under the PRC disclosure of interest requirements, in the event a Fund

becomes a Substantial Shareholder of a PRC Listco it may be subject to the risk that the Fund's holdings may have to be reported in aggregate with the holdings of such other persons mentioned above. This may expose the Fund's holdings to the public. Under Hong Kong law, where a PRC incorporated company has both H Shares listed on SEHK and A Shares listed on the SSE or SZSE, if an investor is interested in more than a certain threshold (as may be specified from time to time) of any class of voting shares (including China A Shares) in such PRC Listco, the investor is under a duty of disclosure pursuant to Part XV of the SFO.

### **Suspensions, Limits and Other Disruptions Affecting Trading of China A Shares Risk.**

In order to mitigate the effects of extreme volatility in the market price of China A Shares, the SSE and SZSE currently limit the amount of fluctuation permitted in the prices of China A Shares during a single trading day. The daily limit is currently set at 10% and represents the maximum amount that the price of a security (during the current trading session) may vary either up or down from the previous day's settlement price. The daily limit governs only price movements and does not restrict trading within the relevant limit. However, the limit does not limit potential losses because the limit may work to prevent a liquidation of any relevant securities at the fair or probable realisation value for such securities which means that the relevant Fund may be unable to dispose of unfavourable positions. There can be no assurance that a liquid market on an exchange would exist for any particular China A Share or for any particular time.

**Saudi FIS Rules-General Risks.** The application of the Saudi FIS Rules is largely untested and their potential application by the local regulator is unclear and uncertain.

The Saudi FIS Rules are subject to change without notice and it is possible that the Investment Manager or Sub-Investment Manager may lose its Saudi QFI status therefore affecting a Fund's ability to invest in shares listed on the Saudi Stock Exchange.

**Saudi Foreign Ownership Limits.** The relevant Fund's investment in Saudi shares is dependent on the Investment Manager and/or Sub-Investment Manager being able to buy and sell shares listed on the Saudi Stock Exchange. The ability of the Investment Manager and/or Sub-Investment Manager to trade in Saudi listed shares is dependent on none of the prescribed foreign ownership limits being exceeded. The Saudi FIS Rules and Saudi Capital Market Law prescribe certain foreign investment ownership limits on Saudi QFIs (e.g. a Fund (having a legal personality)) and their affiliates, which take the form of various maximum ownership thresholds. For example, one of the key threshold limits is an aggregate total cap (at 49%) on foreign ownership of Saudi listed shares, which applies to all categories of foreign investors, whether residents or non-residents (except foreign strategic investors). The Saudi Stock Exchange provides ongoing information relating to these thresholds on

their website in order to assist Saudi QFIs and other market participants in complying with such limits. Pursuant to the Saudi Foreign Investment Law, foreign investment in certain sectors/activities is prohibited (e.g. real estate investment in the holy cities of Makkah and Madina) The Investment Manager and/or Sub-Investment Manager has the flexibility to invest in Saudi listed shares on behalf of more than one Saudi QFI. Therefore, they may invest in shares on behalf of multiple funds under its management which are Saudi QFIs from time to time, all of which would count towards the foreign ownership thresholds. In the event that a relevant foreign ownership limit is reached or exceeded, it could result in the relevant Fund not being able to acquire additional KSA listed shares. Moreover, as Saudi QFIs are not permitted under the current Saudi FIS Rules to also be the ultimate beneficial owners of Saudi-listed securities underlying FDI (e.g. swaps or participation notes) traded through the Saudi swap framework, it will not be possible, in such circumstances, for the relevant Fund as a Saudi QFI to take indirect/synthetic exposure (e.g. via swaps or participation notes) to Saudi listed shares in addition to its physical/direct holdings. This may ultimately result in (i) the relevant Fund not being able to accept any further subscriptions for Shares and its Shares trading at a significant premium or discount to their net asset value on a stock exchange on which they are admitted to trading; and (ii) a negative or positive performance impact to the relevant Fund and, by extension, its Shareholders, as compared to the Index.

The ability of the Investment Manager and/or Sub-Investment Manager to trade in Saudi listed shares is also dependent on the ability of the Investment Manager, Sub-Investment Manager and/or the relevant Fund to maintain its Saudi QFI status. Only Saudi QFIs that meet the qualification criteria prescribed in the Saudi FIS Rules and who have opened an investment account in accordance with the Saudi Investment Accounts Instructions can, via its investment manager, invest in Saudi listed shares on the Saudi Stock Exchange. To the extent that the Investment Manager, Sub-Investment Manager and/or the relevant Fund loses its Saudi QFI status or laws and regulations change such that the Saudi QFI regime is no longer available to the Investment Manager, Sub-Investment Manager and/or the relevant Fund, it will be more difficult for the relevant Fund to achieve its investment objective. In such an event, the relevant Fund may use techniques to invest in securities or other instruments that are not constituents of the Index, but which provide a similar exposure to the return of the Index. These instruments may include offshore futures, other exchange-traded funds that would provide a similar exposure or unfunded swap agreements, which are agreements whereby a counterparty agrees to provide the relevant Fund with the returns of a specific exposure, i.e. the Index, in return for a fee. Accordingly, there is a greater risk of tracking error, which may result in a negative or positive performance impact to the relevant Fund and its Shareholders. The Saudi

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Capital Market Authority may introduce further limitations or restrictions on the foreign ownership of securities in the KSA, which may have adverse effects on the liquidity and the performance of the relevant Fund. Such limitations and restrictions may restrict the relevant Fund's ability to acquire the shares of one or more constituents of its Index in accordance with the relevant weightings of the Index and therefore may impact on the relevant Fund's ability to closely track the performance of the Index.

**Investment in Saudi Arabia.** The KSA is currently an emerging market economy. Accordingly, it differs from the economies of most developed countries and investing in the KSA may be subject to greater risk of loss than investments in developed markets due to, among other factors, political and economic instability and greater limitations on foreign investment than those found in several developed markets. Also, while the KSA legal system is based on Shari'ah law, and comprises enacted laws and regulations, issuers of the securities in which the relevant Fund invests may be held to different disclosure, corporate governance, accounting and reporting standards than those in other markets with different legal systems. For example, listed companies are required to adhere to the Saudi Corporate Governance Regulations ("CGR") on a mandatory basis with several "for guidance" provisions, but compliance with the CGR among issuers may not be universal. Any political changes, social instability and adverse diplomatic developments which may take place in or in relation to the KSA could result in economic sanctions (e.g. trade embargoes against a particular issuer or the KSA generally), the imposition of additional governmental restrictions, expropriation of assets, confiscatory taxes (e.g. increased excise duties for products that have an increased perceived risk of socio-economic harm to the KSA) or nationalisation of some or all of the constituents of the Index. Investors should also note that any change in the policies of the government and relevant authorities of the KSA may adversely impact the securities markets in the KSA as well as the performance of the relevant Fund, compared to the Index.

**Legal System of the KSA.** The KSA legal system is based on Shari'ah law. Prior court decisions may be cited for reference but do not have precedent value. Because of the lack of volume of published cases and judicial interpretation and the fact that, in any event, the outcome of previously determined cases would not be binding in nature, the interpretation and enforcement of applicable Saudi laws and regulations involves significant uncertainties. In addition, as the KSA legal system, and the Saudi FIS Rules in particular, develops, no assurance can be given that changes in such laws and regulations, their interpretation or their enforcement will not have a material adverse effect on the relevant Fund's operations or the ability of the relevant Fund to acquire Saudi listed shares.

**Potential Market Volatility Risk.** Investors should note that the Saudi Stock Exchange started admitting foreign

investors, pursuant to the regime established by the Saudi FIS Rules, only recently (albeit that foreign investment under certain conditions has been permitted for a longer period). Market volatility may result in significant fluctuation in the prices of securities traded on the Saudi Stock Exchange, which would therefore impact upon the Net Asset Value of the relevant Fund.

**Settlement and Associated Risks.** Each Authorised Participant submitting an application to subscribe for shares in the relevant Fund is required to comply with the KSA T+2 Cash Settlement Requirement to cover the purchase by the relevant Fund of underlying KSA securities in connection with the subscription order, for the Authorised Participant's subscription application to be valid. Accordingly, each Authorised Participant requesting a subscription of shares in the relevant Fund is required to deliver a subscription amount (the "T+2 Cash Settlement Requirement Cash Amount") to cover the purchase by the Fund of underlying KSA securities in connection with its subscription request, for the Authorised Participant's subscription request to be a valid application. The T+2 Cash Settlement Requirement Cash Amount is transferred into the local KSA sub-custody account with the KSA Sub-custodian which is set up by the KSA Sub-custodian for the use and benefit of the relevant Fund. Therefore, two business days after such time as the Shares in the relevant Fund that are being subscribed for are in the possession of the Authorised Participant, there is a risk that the KSA Sub-custodian may suffer an economic or operating event causing a loss of the T+2 Cash Settlement Requirement Cash Amount which would have a negative impact on the value of the relevant Fund or delay in delivery of the securities that the T+2 Cash Settlement Requirement

Cash Amount was intended for which may temporarily affect tracking error. Therefore, any trades executed erroneously by the broker must be corrected through additional trading. This may temporarily affect tracking error and incur additional costs on the relevant Fund which may not be immediately recoverable from the broker.

Where any T+2 Cash Settlement Requirement Cash Amount paid by an Authorised Participant is subsequently determined to have been in excess of the final subscription price (including final Duties and Charges) for the relevant Shares on the Dealing Day by reference to which the subscription was effected, the excess cash amount will be held in custody on a temporary basis and will be reimbursed to the relevant Authorised Participant as soon as practicable, net of any foreign exchange transaction cost associated with converting (if applicable) such amount from SAR to USD (and to any other relevant currency) and repatriating such cash so that it can be paid to the Authorised Participant. The relevant Authorised Participant shall remain an unsecured creditor of the relevant Fund in respect of the amount to be reimbursed ("Reimbursement Amount") until such time as the amount is paid to it. The Reimbursement Amount will remain subject to the risk factors described in this

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Prospectus for the duration of the period during which it remains in the KSA. In the event that the T+2 Cash Settlement Requirement Cash Amount is insufficient to purchase all the underlying securities in connection with the subscription, the relevant Fund may not be able to acquire all the requisite underlying securities during the initial purchase and will need to carry out one or more further purchases on subsequent day(s) or rely on borrowing cash from the relevant custodian. Similarly, if restrictions under KSA laws, regulations and/or stock exchange rules, or the suspension of trading of particular KSA securities, or a delay in the remittance of SAR to the KSA restrict the relevant Fund from acquiring all the requisite underlying securities during the initial purchase (see sections above titled “Saudi Foreign Ownership Limits” for circumstances in which such restrictions may be triggered), the relevant Fund will also need to carry out one or more further purchases on subsequent day(s). The market risk arising from the timing of the placement of further underlying trades and any delay in trading will be borne by the Authorised Participant. In the event of any funding shortfall, the Authorised Participant would be required to deliver, in accordance with the relevant Fund's stated timeline and procedure (available from the Administrator and / or on the Electronic Order Entry Facility, as defined in the section entitled “Procedure for dealing on the primary market”), additional sums to make up any funding shortfall to enable further purchases to be made until all the requisite underlying KSA securities have been acquired for the relevant Fund. In order to reduce the risk of an Authorised Participant having to pay a funding shortfall and to protect the relevant Fund and its Shareholders, a buffer to cover expected market and foreign exchange volatility will be added to estimated Duties and Charges in the T+2 Cash Settlement Requirement Cash Amount and any additional sums payable by the Authorised Participant to cover a funding shortfall. In circumstances where additional sums are payable by an Authorised Participant to cover a funding shortfall after the Authorised Participant has received Shares subscribed in the relevant Fund, the relevant Fund will have a credit exposure as an unsecured creditor in respect of such additional sums. The foreign exchange transaction costs associated with conversions made in relation to subscriptions and redemptions and the risk of a potential difference between the USD and SAR (and any other relevant currency in which subscriptions and redemptions are accepted from time to time) will be borne by the relevant Authorised Participant and included in the final Duties and Charges which are applied to the relevant subscription or redemption amounts paid or received (respectively) by such Authorised Participant. Authorised Participants should note that no interest will accrue on the relevant Reimbursement Amount and interest shall therefore not be payable by the relevant Fund to the relevant Authorised Participant in respect of any such amount.

**Index Tracking Risk – Saudi FIS Rules.** The relevant Fund's return may deviate from the return of the Index for

various reasons, for example, the revocation of the Saudi QFI status of the Investment Manager, Sub-Investment Manager and/or the Fund (as applicable), the inability of the Investment Manager and/or Sub-Investment Manager to trade in one or more Saudi listed issuers due to a foreign ownership threshold having been reached or exceeded, the allocation of investment in Saudi listed shares by the Investment Manager and/or Sub-Investment Manager to other funds to which they provide investment management services, the investment limitations imposed by KSA laws and regulations, temporary or permanent suspension of particular securities imposed from time to time by the stock exchange in the KSA, the liquidity of the underlying market, taxation implications, regulatory changes in the KSA that may affect the Investment Manager and/or Sub-Investment Manager's ability to reflect the return of the Index and any foreign exchange costs.

**Electronic Trading Platform Risk – Tadawul.** KSA brokers submit trade orders through an electronic system which is linked and received by Tadawul's system. The use of electronic systems by the broker or Tadawul is subject to software, hardware, or communication failure which may cause halts or delays in acquiring the intended securities for the relevant Fund.

**Trading Prohibition.** If there is an unexecuted purchase or sell trade in respect of any KSA security then an opposing trade via the same custodial account for the same KSA security will be rejected in the market (the “KSA Trading Prohibition”). Therefore, any trading activity that triggers the KSA Trading Prohibition may cause a delay in trading. This may impact the relevant Fund’s ability to rebalance and cause an increase of its tracking error.

**Commodity Risk.** The relevant Fund may invest in Saudi Arabian issuers that are susceptible to fluctuations in certain commodity markets. Any negative changes in commodity markets that may be due to changes in supply and demand for commodities, market events, regulatory developments or other factors that the Fund cannot control could have an adverse impact on those companies.

**Nationalisation Risk.** Investments in Saudi Arabia may be subject to loss due to expropriation or nationalisation of assets and property or the imposition of restrictions on foreign investments and repatriation of capital.”

## Other Risks

**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 some derivatives, 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 because leverage generally magnifies the effect of any increase or decrease in the value of a Fund's underlying assets or creates investment risk with respect to a larger base of assets than a Fund would otherwise have.

**Limited Investment Programme Risk.** An investment in any Fund, or even in a combination of Funds, is not intended to be a complete investment programmes 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 programmes.

**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 a derivatives transaction readily at a favorable 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. Any use of the efficient portfolio management techniques described in the “**Investment Objectives and Policies**” section may also adversely affect the liquidity of a Fund's portfolio and will be considered by the Investment Manager in managing the Fund's liquidity risk.

From time to time, the counterparties with which a Fund effects transactions might cease making markets or quoting prices in certain of the instruments in which a Fund has invested. In such instances, a Fund might be unable to enter into a desired transaction or to enter into any offsetting transaction with respect to an open position, which might adversely affect its performance.

The Management Company employs an appropriate liquidity risk management process, which takes into account efficient

portfolio management transactions employed by the Funds, to ensure that each Fund is able to comply with its stated redemption obligations. However, it is possible that in the type of circumstances described above, a Fund may not be able to realise sufficient assets to meet all redemption requests, or the Management Company may determine that meeting some or all of those requests is not in the best interests of the Shareholders in a Fund as a whole. In such circumstances, the Management Company may take the decision to apply the redemption gate provisions described in the “**Purchase and Sale Information – Redemption Limits**” section or suspend dealings in the relevant Fund as described in the “**Determination of Net Asset Value – Temporary Suspension of Dealings**” section.

**ETF Liquidity Risk.** Any decrease in the liquidity of the investments of a Fund may, for a period, affect a Fund's own liquidity. As a result the relevant Fund may trade less frequently on exchanges and its price may be more variable. This may in turn impact the ease and price at which an investor is able to buy or sell the Fund's Shares in the primary or secondary market.

Whilst it is anticipated that the investments made by a Fund will enable it to satisfy redemption requests, in exceptional circumstances, where the sales of certain securities are not possible or would materially harm existing Shareholders, the Directors of the Fund may impose restrictions on the size and/or timing of redemptions, as described in the “**Determination of Net Asset Value – Temporary Suspension of Dealings**” section.

**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 tracking error (ie. the difference between the Fund's returns and the relevant Index returns) 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 Disruption and Geopolitical Risk.** The Funds are subject to the risk that geopolitical events will disrupt securities markets and adversely affect global economies and markets. War, terrorism, the spread of infectious illness or other public health issues and related geopolitical events have led, and in the future may lead, to increased short-term market volatility and may have adverse long-term effects on

U.S. and world economies and markets generally. Likewise, systemic market dislocations may be highly disruptive to economies and markets. Those events as well as other changes in foreign and domestic economic and political conditions also could adversely affect individual issuers or

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related groups of issuers, securities markets, interest rates, credit ratings, inflation, investor sentiment and other factors affecting the value of a Fund's investments. Continued uncertainty over the stability of the Euro and the EMU has created significant volatility in currency and financial markets generally. Concerns over the stability of the Euro could also have a broad effect on contractual arrangements denominated in, or otherwise tied to, the Euro. Any partial or complete dissolution of the EMU, or any continued uncertainty as to its status, could have significant adverse effects on currency and financial markets, and on the values of a Fund's portfolio investments.

An outbreak of a respiratory disease caused by a novel coronavirus (known as COVID-19) first detected in China in December 2019 has resulted in a global pandemic and major disruptions to economies and markets around the world. Financial markets have experienced extreme volatility and severe losses, and trading in many instruments has been disrupted. Liquidity for many instruments has been greatly reduced for periods of time. Some interest rates are very low and in some cases yields are negative. Governments and central banks have taken extraordinary and unprecedented actions to support local and global economies and the financial markets. The impact of these measures, and whether they will be effective to mitigate the economic and market disruption, will not be known for some time. In addition, the outbreak of COVID-19, and measures taken to mitigate its effects, could result in disruptions to the services provided to a Fund by its service providers.

**Market Risk.** The investments of a Fund are subject to changes in 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. In the case of debt securities, 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.

The performance of a Fund will therefore depend in part on the ability of the Investment Manager to respond to such fluctuations in stock prices, market interest rates and currency rates and to utilise appropriate strategies to

maximise returns, while attempting to reduce the associated risks to investment capital.

**No Prior Operating History Risk.** Upon launch, 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.

**OTC Clearing Risk.** Certain derivatives transactions entered into by a Fund will be required to be centrally cleared. In a cleared derivatives transaction, the Fund's counterparty to the transaction is a central derivatives clearing organization, or clearing house, rather than a bank or dealer. The Fund will typically clear derivatives transactions through clearing members that are futures commission merchants and members of the clearing houses. The Fund will make and receive payments owed under cleared derivatives transactions (including margin payments) through its accounts at clearing members. The Fund's clearing members guarantee the Fund's performance of its obligations to the clearing house. In contrast to bilateral derivatives transactions, clearing members can generally require termination of existing cleared derivatives transactions at any time or increase the amount of margin required to be provided by the Fund to the clearing member for any new or existing cleared derivatives transaction above the amount of margin required by the clearing house or clearing member. Any such termination or increase could result in losses to the Fund on its cleared derivatives position. Also, the Fund is subject to execution risk in respect of cleared derivatives transactions, because it is possible that no clearing member will be willing to clear a particular transaction on the Fund's behalf. In that case, the transaction might have to be terminated, and the Fund could lose some or all of the benefit of any increase in the value of the transaction after the time of the trade. In addition, the documentation governing the relationship between a Fund and a clearing member that is drafted by the clearing members is generally not negotiable and therefore less favourable to the Fund than typical bilateral derivatives documentation. These and other new rules and regulations could, among other things, restrict a Fund's ability to engage in, or increase the cost to the Fund of, derivatives transactions and could make the use of derivatives by the Fund impractical or generally undesirable. These regulations are new and evolving, so their potential impact on the Funds and the financial system are not yet known. While the new regulations and central clearing of some derivatives transactions are designed to reduce systemic risk, there is no assurance that the new clearing mechanisms will achieve that result, and in the meantime, as noted above, central clearing exposes the Funds to new kinds of risks and costs.

**EMIR and OTC Derivative Contract Risk.** As a result of the European regulation commonly referred to as the European Market Infrastructure Regulation or "EMIR", OTC derivatives markets have been and will be subject to significant regulation, potentially including, without limitation, increased

margin requirements, mandatory reporting, centralised clearing and execution of transactions. These regulations may result in increased costs, reduced profit margins and reduced investment opportunities, all of which may negatively impact the performance of the Funds.

EMIR imposes certain requirements to collateralise derivative transactions that are not cleared through a clearing house or traded on an exchange, including FX forward transactions. As a result, collateral may need to be exchanged between a Fund and trading counterparties to cover daily mark-to-market exposures of either party under an FX forward transaction. This may necessitate the amendment of the Company's existing OTC derivative contracts which would result in additional costs. The variation margin rules will also require certain haircuts to be applied to collateral received for OTC derivative contracts, which will vary depending on the issuer, credit rating, currency and residual maturity of the collateral. As the variation margin rules are likely to result in an increase in the level of its assets which a Fund will be required to retain in cash or very liquid assets in order to have available for use as collateral, this could result in a reduced proportion of the Fund's assets being available for allocation to the Fund's investment policy and, consequently, an increase in the potential tracking error for the Fund.

While some of the obligations under EMIR have come into force, a number of the requirements are subject to phase-in periods. As a consequence, it is as yet unclear how the derivatives markets will adapt to the new regulatory regime.

Accordingly, it is difficult to predict the full impact of EMIR on the Company, although this may include an increase in the overall costs of entering into and maintaining OTC derivative contracts.

**Outperformance 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 or guarantees an outperformance target will be reached. 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 target of outperformance of an index. Furthermore, the total return on an investment in Shares will be reduced by certain costs and expenses which are not taken into account in the calculation of the applicable index. Please also refer "**Index Tracking Risk**" above.

**Frequent Trading / 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 active and/or 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.

**Provisional Allotment Risk.** As the Company may provisionally allot Shares to proposed investors prior to receipt of the requisite subscription monies for those Shares, the Company may suffer losses as a result of the non-payment of such subscription monies.

**Real Estate Investment Trusts And Property Securities Risk.** Real estate investment trusts ("REITs") are trusts that invest primarily in commercial real estate. If a Fund invests in REITs, the value of its interests in REITs may be affected by the value of the property owned by the trust. The liquidity of REITs on the major international stock exchanges is on average less than the typical stock of international blue chip corporations quoted, listed or traded on a Recognised Market. Please also refer to the risk warning headed "**Liquidity Risk**" above.

There are special risks associated with investment in securities of companies engaged in property markets including without limitation REITs and real estate operating companies. An investment in a property company may be subject to risks similar to those associated with direct ownership of real estate, the possibility of declines in the value of real estate, losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, environmental liability, zoning laws, regulatory limitations on rents, property taxes, and operating expenses. In addition, an investment in a property company is subject to additional risks, such as poor performance by the manager of the property company, adverse changes in tax laws, and the effect of general declines in stock prices. Some property companies have limited diversification because they invest in a limited number of properties, a narrow geographic area, or a single type of property. Also, the organizational documents of a property company may contain provisions that make changes in control of the property investment difficult and time-consuming. As a shareholder in a property company, the Fund, and indirectly the Fund's shareholders, would bear their pro rata share of the property company's expenses and would at the same time continue to pay their own fees and expenses. These factors could negatively affect the performance of the Fund. In addition to the risks associated with investing in the securities of real property companies, REITs are subject to certain additional risks. Equity REITs may be affected by changes in the values of the underlying properties owned by the trusts, and mortgage REITs may be affected by the quality of any credit extended. Further, REITs are dependent upon specialized management skills, and their investments may be concentrated in relatively few properties, or in a small geographic area or a single property

type. REITs are also subject to heavy cash flow dependency, defaults by borrowers and self-liquidation. Those factors may also adversely affect a borrower's or a lessee's ability to meet its obligations to a REIT, thus affecting a Fund's returns. In the event of a default by a borrower or lessee, the REIT may experience delays in enforcing its rights as a mortgagee or lessor and may incur substantial costs associated in protecting its investments. In addition, a REIT could possibly fail to qualify for tax free pass-through of income under the Internal Revenue Code, or to maintain their exemptions from registration under the U.S. Investment Company Act of 1940, which could have adverse consequences for a Fund.

**Regulatory Risk.** The Company is regulated by the Central Bank in accordance with the UCITS Regulations. Given the current uncertain and changing regulatory environment and projected changes to the UCITS Regulations and other future regulation to which the Company may be subject, there can be no guarantee that the Company will continue to be able to operate in its present manner and such future regulatory changes may adversely affect the performance of the Funds and/or their ability to deliver their investment objectives.

### **Repurchase and Reverse Repurchase Agreements Risk.**

The Funds may enter into repurchase agreements under which a Fund sells a security and agrees to repurchase it at a mutually agreed upon date and price. Repurchase agreements create the risk that the market value of the securities sold by a Fund may decline below the price at which such Fund is obligated to repurchase such securities under the agreement. In the event that the buyer of securities under a repurchase agreement files for bankruptcy or proves insolvent, a Fund's use of proceeds from the agreement may be restricted pending the determination by the other party or its trustee or receiver whether to enforce the obligation to repurchase the securities.

The Funds may also enter into reverse repurchase agreements, by which a Fund acquires securities from a seller (for example, a bank or securities dealer) who agrees, at the time of sale, to repurchase the securities at a mutually agreed-upon date (usually not more than seven days from the date of purchase) and price, thereby determining the yield to the relevant Fund during the term of the repurchase agreement. If, in the case of a reverse repurchase agreement, the seller of a repurchase agreement fails to honour its commitment to repurchase the security in accordance with the terms of the agreement, a Fund may incur a loss to the extent that the proceeds realised on the sale of the securities are less than the repurchase price. If the seller becomes insolvent, a bankruptcy court may determine that the securities do not belong to the relevant Fund and order that the securities be sold to pay off the seller's debts. A Fund may experience both delays in liquidating the underlying securities and losses during the period while it seeks to enforce its rights, including possible

sub-normal level of income and lack of access to income during the period and expenses in enforcing its rights.

### **Risk of Investment in other Collective Investment Schemes.**

If a Fund invests in another collective investment scheme or investment vehicle, it is exposed to the risk that the other investment vehicle will not perform as expected. The Fund is exposed indirectly to all of the risks applicable to an investment in such other investment vehicle. In addition, lack of liquidity in the underlying vehicle could result in its value being more volatile than the underlying portfolio of securities, and may limit the ability of the Fund to sell or redeem its interest in the vehicle at a time or at a price it might consider desirable. Subject to the limit in section 3.1 of "Investment Restrictions", the investment policies and limitations of the other investment vehicle 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 investment vehicle. A Fund also will bear its proportionate amount of the expenses of any investment vehicle in which it invests. Please see also the risk warning set out above titled "Conflicts of Interest" in relation to the potential conflicts of interest which may arise from investing in another collective investment scheme or investment vehicle. Where a Fund invests in another collective investment scheme or investment vehicle to the extent that it becomes a feeder fund in respect of such other fund (which shall have broadly similar investment policies and limitations as the relevant Fund), the risks associated with such an investment as described above will increase commensurately. A Fund will not be subject to any preliminary/initial/redemption charge in respect of investments made in any other Fund of the Company or in any other investment fund whose manager is an affiliate. In addition, any commission that the Investment Manager receives by virtue of an investment of a Fund into another collective investment scheme or other Fund of the Company, must be paid into the assets of the investing Fund. The Investment Manager, where paid out of the assets of a Fund, may not charge any investment management fees in relation to that portion of that Fund's assets invested in other Funds of the Company.

**Russian Investment Risk.** Although, unless disclosed otherwise in the Relevant Supplement, investments in Russian securities are not generally expected to represent a material proportion of the investments of any of the Funds, investors should note that there are significant risks inherent in investing in Russia. These risks include:

- delays in settling transactions and the risk of loss arising out of Russia's system of securities registration and custody;
- the lack of corporate governance provisions, under-developed or non-existent rules regarding

management's duties to shareholders, and the lack of general rules or regulations relating to investor protection or investments;

- pervasiveness of corruption, insider trading, and crime in the Russian economic system;
- difficulties associated in obtaining accurate market valuations of many Russian securities, based partly on the limited amount of publicly available information;
- the risk of imposition of arbitrary or onerous taxes due to tax regulations that are ambiguous and unclear;
- the general financial condition of Russian companies, which may involve particularly large amounts of inter-company debt;
- banks and other financial systems are not well developed or regulated and as a result tend to be untested and have low credit ratings;
- the lack of local laws and regulations that prohibit or restrict a company's management from materially changing the company's structure without shareholder consent,
- difficulties involved with seeking redress in a court of law of breach of local laws, regulations or contracts, arbitrary and inconsistent application of laws and regulations by courts; and
- the risk that the government of Russia or other executive or legislative bodies may decide not to continue to support the economic reform programmes implemented since the dissolution of the Soviet Union.

Securities in Russia are issued only in book entry form and ownership records are maintained by registrars who are under contract with the issuers. The registrars are neither agents of, nor responsible to, the Depositary or its local agents in Russia. Transferees of securities have no proprietary rights in respect of securities until their name appears in the register of holders of the securities of the issuer. The law and practice relating to registration of holders of securities are not well developed in Russia and registration delays and failures to register securities can occur. Although Russian sub-custodians will maintain copies of the registrar's records ("**Extracts**") on its premises, such Extracts may not, however, be legally sufficient to establish ownership of securities. Furthermore, a quantity of forged or otherwise fraudulent securities, Extracts or other documents are in circulation in the Russian markets and there is therefore a risk that the Fund's purchases may be settled with such forged or fraudulent securities. In common with

other emerging markets, Russia has no central source for the issuance or publication of corporate actions information. The Depositary therefore cannot guarantee the completeness or timeliness of the distribution of corporate actions notifications.

Investments in securities listed or traded in Russia will only be made in securities that are listed or traded on the MICEX and the RTS.

### Russia Sanctions Risk

Sanctions threatened or imposed by a number of jurisdictions, including the United States, the EU and the United Kingdom, and other intergovernmental actions that have been or may be undertaken in the future, against Russia, Russian entities or Russian individuals, may result in the devaluation of Russian currency, a downgrade in the country's credit rating, an immediate freeze of Russian assets, a decline in the value and liquidity of Russian securities, property or interests, and/or other adverse consequences to the Russian economy or a Fund. The scope and scale of sanctions in place at a particular time may be expanded or otherwise modified in a way that have negative effects on a Fund. Sanctions, or the threat of new or modified sanctions, could impair the ability of a Fund to buy, sell, hold, receive, deliver or otherwise transact in certain affected securities or other investment instruments. Sanctions could also result in Russia taking counter measures or other actions in response, which may further impair the value and liquidity of Russian securities. These sanctions, and the resulting disruption of the Russian economy, may cause volatility in other regional and global markets and may negatively impact the performance of various sectors and industries, as well as companies in other countries, which could have a negative effect on the performance of a Fund, even if a Fund does not have direct exposure to securities of Russian issuers. As a collective result of the imposition of sanctions, Russian government countermeasures and the impact that they have had on the trading markets for Russian securities, certain Funds have used, and may in the future use, fair valuation procedures approved by the Management Company to value certain Russian securities, which could result in such securities being deemed to have a zero value.

A reduction in liquidity of certain Fund holdings as a result of sanctions and related actions may cause a Fund to experience increased premiums or discounts to its Net Asset Value and/or wider bid-ask spreads. Additionally, if it becomes impracticable or unlawful for a Fund to hold securities subject to, or otherwise affected by, sanctions, or if deemed appropriate by the Investment Manager or Sub-Investment Manager of the Fund, the Fund may prohibit in-kind subscriptions of the affected securities in connection with subscription applications and instead require cash subscriptions, which may also increase the Fund's transaction costs.

**Risks Related to Screening:** Certain Funds use a screen (either within an index or which is applied outside of an index) based on criteria which may include certain sustainability-related or other characteristics of a company or other issuer of securities (for the purposes of this disclosure, each, an “**issuer**”). The screen may be fully or partially designed and/or implemented by the benchmark index provider, the Investment Manager, an affiliate of the Investment Manager or by another party (each referred to as the “**screen provider**”). Any assessment of the screen criteria by a screen provider is based on data provided by third parties. Such data may be incomplete, inaccurate or unavailable, which could cause incorrect assessment of an issuer’s sustainability or other characteristics. For certain markets and types of issuer or securities (including, but not limited to, certain government or corporate fixed income securities) there may be significant limitations in the amount of screening data that is available or no screening data may be available such that no screening is performed. In certain situations where screening data is not available for an issuer, the screen provider may, as a proxy, use data relating to a different entity to the issuer, which presents a risk this data may not accurately reflect the sustainability or other characteristics of the issuer. In certain situations, even where screening data is available it may not be used as part of the screen provider’s screening process. The screens used for a Fund may not be adequate for their intended purpose which could result in the improper inclusion or exclusion of issuers in the investment decision-making process used for the Fund. There is a risk that errors may be made in the screening process. Errors may include, but are not limited to, inclusion of incorrect constituents/exclusion of correct constituents, incorrect interpretation of issuer characteristics, transcription errors and incorrect assessment and application of the relevant screening criteria. There is an additional risk that a screen provider may amend or discontinue its screening services or screening process and that the data sources used by a screen provider may change or be discontinued. These circumstances could result in the improper inclusion or exclusion of issuers in the investment decision-making process used for the Fund. In general, screening occurs at the level of the issuer rather than at the level of the securities issued by the issuer. Accordingly, there is a risk that the sustainability or other characteristics of the issuer of a security held by the Fund are different to the characteristics of the security. The foregoing risks associated with screens, screening providers and data sources may result in a Fund holding securities that it seeks not to hold or excluding securities it seeks to include within its portfolio, and may limit the ability of the Fund to achieve its investment objective.

**Securities Lending Risk.** If a Fund engages in securities lending there is 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. There is the risk that, when lending portfolio securities, the securities may not be available to the Fund on a timely basis and the Fund may, therefore, lose the opportunity to sell the securities at a desirable price.

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. To the extent that any securities lending is not fully collateralised (for example, due to timing lags associated with the posting of collateral), the Fund will have a credit risk exposure to the counterparty of a securities lending contract. Investors should also read the risk warning headed “**Counterparty Risk**” in the “**Risk Information**” section. The Fund could also lose money if the value of collateral falls. These events could trigger adverse tax consequences for the Fund.

**Settlement Risk.** Markets in different countries will have different clearance and settlement procedures and in certain markets there have been times when settlements have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Delays in settlement could result in temporary periods when assets of a Fund remain uninvested and no return is earned thereon. The inability of a Fund to make intended purchases due to settlement problems could cause it to miss attractive investment opportunities and affect its ability to track its relevant Index. Inability to dispose of portfolio securities due to settlement problems could result either in losses to a Fund due to subsequent declines in value of the portfolio security or, if it has entered into a contract to sell the security, it could result in the possible liability of it to the purchaser.

Where cleared funds are not received in a timely fashion in respect of a subscription, overdraft interest may be incurred. Losses could be incurred where the Investment Manager has entered into a contract to purchase securities in anticipation of subscription monies which subsequently do not settle, due to subsequent declines in the value of the portfolio security upon disposal.

In certain countries, the settlement time for securities in which the Fund invests may be shorter than the settlement time applicable for subscriptions and redemptions when an investor invests into or redeems from the Fund. The Investment Manager and/or Sub-investment Manager may agree with the trading counterparty to extend the settlement time for securities with a shorter settlement time than the Fund to align with the Fund subscription and redemption cycle. This may result in increased brokerage charges, which may be added to estimated Duties and Charges. If the settlement time for securities being bought by the Fund in connection with a subscriptions is not extended, this may result in the Fund being overdrawn or being required to borrow from a lender, both of which may result in additional cost. In addition, the Fund may incur charges in connection

with having a loan facility in place to enable the Fund to borrow in such situations. Any costs associated with the loan facility will be charged to the Fund. The Investment Manager and/or Sub-Investment Manager may also make use of alternative portfolio management tools, for example exchange traded futures (where permitted) or maintain an increased cash buffer to manage the misalignment being the settlement time of underlying securities and the Fund subscription and redemption cycle.

**SFDR – Fund Classification Risk.** SFDR is an EU Regulation that aims to deliver greater transparency on the degree of sustainability of financial products and to harmonise sustainability-related disclosure requirements in the financial services sector. In the first phase of its implementation, information regarding an Investment Manager's and/or Sub-Investment Manager's approach to the integration of sustainability risks in investment decisions must be included in the Prospectus. As part of this initial phase, Funds must also be classified under criteria established by SFDR. That is, (i) whether or not Sustainability Risks are integrated into investment decisions made for a Fund (Article 6 of SFDR) and (ii)(a) if a Fund promotes environmental and/or social characteristics (Article 8 of SFDR) or (ii)(b) if a Fund has sustainable investment as its objective (Article 9 of SFDR).

As at the date of this Prospectus, the implementing Regulatory Technical Standards (Level 2) for SFDR have been enacted but certain concepts introduced by SFDR are not currently the subject of centralised implementing standards, local guidance or established market practice. The Funds have been assessed and classified in good faith based on the relevant information currently available. As these standards and guidance develop, the SFDR related disclosures and classification(s) indicated in this Prospectus and the Website are subject to change and may no longer apply.

**Share Class Risk.** As there is no segregation of liabilities between Classes of the Fund, there is a risk that, under certain limited circumstances, the liabilities of a particular class might affect the Net Asset Value of other Classes. In particular, while the Investment Manager will seek to ensure that gains/losses on and the costs of the relevant FDI associated with any currency hedging strategy used for the benefit of particular Class will accrue solely to this class and will not be combined with or offset with that of any other Class of the Fund, there can be no guarantee that the Investment Manager will be successful in this.

**Subscription and redemption collection account.** Subscription monies received in respect of a Fund in advance of the issue of Shares will be held in the Umbrella Cash Collection Account in the name of the Company. Investors will be unsecured creditors of such a Fund with respect to the amount subscribed until such Shares are issued, and will not benefit from any appreciation in the Net

Asset Value of the Fund or any other Shareholder rights (including dividend entitlement) until such time as Shares are issued. In the event of an insolvency of the Fund or the Company there is no guarantee that the Fund or the Company will have sufficient funds to pay unsecured creditors in full.

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

In the event of the insolvency of another Fund of the Company, recovery of any amounts to which a Fund is entitled, but which may have transferred to such other Fund as a result of the operation of the Umbrella Cash Collection Account, will be subject to the principles of Irish trust law and the terms of the operational procedures for the Umbrella Cash Collection Account. There may be delays in effecting and/or disputes as to the recovery of such amounts, and the insolvent Fund may have insufficient funds to repay amounts due to the relevant Fund. Accordingly, there is no guarantee that such Fund or the Company will recover such amounts. Furthermore, there is no guarantee that in such circumstances the Fund or the Company would have sufficient funds to repay any unsecured creditors.

**Substantial Redemptions.** Subject and without prejudice to the Directors authority to suspend redemptions and/or to limit the Net Asset Value of Shares of any Fund which may be redeemed on any Dealing Day, substantial redemption requests by Shareholders in a concentrated period of time could require a Fund to liquidate certain of its investments more rapidly than might otherwise be desirable in order to raise cash to fund the redemptions and achieve a portfolio appropriately reflecting a smaller asset base. This may limit the ability of the Investment Manager to successfully implement the investment programmes of a Fund and could negatively impact the value of the Shares being redeemed and the value of Shares that remain outstanding. In addition, following receipt of a redemption request, a Fund may be required to liquidate assets in advance of the applicable

Dealing Day, which may result in a Fund holding cash or highly liquid investments pending such Dealing Day. During any such period, the ability of the Investment Manager to successfully implement the investment programmes of a Fund may be impaired and the Fund's returns may be adversely affected as a result.

Moreover, regardless of the time period over which substantial redemption requests are made, the resulting reduction in the Net Asset Value of a Fund could make it more difficult for the Fund to generate profits or recover losses. Shareholders will not receive notification of substantial redemption requests in respect of any particular Dealing Day from a Fund and, therefore, may not have the opportunity to redeem their Shares or portions thereof prior to or at the same time as the redeeming Shareholders.

**Sustainability Risk.** A Fund will indicate that it integrates or does not integrate Sustainability Risk in its Relevant Supplement. Sustainability Risk is defined by the SFDR as an environmental, social or governance event or condition, that, if it occurs, could cause an actual or potential material negative impact on the value of the investment. Integrating Sustainability Risk into the Fund's investment process does not assure the mitigation of any or all Sustainability Risk and the degree to which management of Sustainability Risk can or will be integrated into the management of the assets of any Fund will depend on the characteristics of the Fund.

A Sustainability Risk event may materially affect the market price or liquidity of an underlying investment. This change to the profile of the underlying investment may only become apparent over time and at the time it is realised in the Fund's portfolio, the change in value or liquidity may be sudden and/or material. Investment decisions that integrate Sustainability Risks may include assumptions as to how such risks may materialise in the future. These assumptions may be incorrect or incomplete and the Sustainability Risk not manifest at all or as anticipated. Any deterioration in the financial profile of the underlying investment may have a corresponding negative impact on the Net Asset Value and/or performance of the investing Fund.

The performance of Funds that do not integrate Sustainability Risk in their investment processes may be more negatively impacted by Sustainability Risk events materialising than those Funds that do.

**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 derivative contracts, these considerations may also extend to the jurisdiction of the governing law of the derivative contract and/or the relevant counterparty and/or to the markets to which the derivative contract 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 Depositary 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.

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 borne 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.

Indian and Brazilian capital gains tax apply to Indian and Brazilian securities. Any capital gains tax calculable as a result of portfolio transactions relating to redemptions will be dealt with in accordance with the definition of "Duties and Charges" and may result in an additional spread, which may reduce the net proceeds received for the redemption. Any capital gains tax incurred as a result of portfolio transactions not related to redemptions (e.g. rebalancing) will be borne by the respective Fund.

Shareholders should be aware that the performance of Funds, as compared to an Index, may be adversely affected in circumstances where the assumptions about tax made by the relevant index provider in their index calculation methodology differ to the actual tax treatment of the underlying securities in the Index held within Funds.

**PRC Taxation Risk.** Trading under the QFI regime and SHHK and SZHK Stock Connect currently enjoy a temporary exemption from PRC 'income' tax and PRC value-added tax in respect of gains derived from the transfer of China A Shares. It is uncertain when such exemptions will expire and whether other PRC taxes will be applicable to trading of

# SSGA SPDR ETFs Europe I Plc

19 February 2026

China A Shares under the QFI regime and the SHHK and SZHK Stock Connect. Dividends derived from China A Shares are subject to PRC withholding tax. PRC stamp duty is also payable for transactions in China A Shares. However, there is no guarantee on how long the exemption will last and there can be no certainty that the trading of China A Shares will not attract a liability to such tax in the future. The mainland China tax authorities may in the future issue further guidance in this regard and with potential retrospective effect.

Currently there is no specific guidance imposed by the PRC tax authorities on the treatment of income tax on trading gains and other tax categories payable in respect of trading in the CIBM by foreign investors. Before further guidance is issued and is well established in the administrative practice of the PRC tax authorities, the practices of the PRC tax authorities that collect PRC taxes with respect to the CIBM transactions may differ from or be applied in a manner inconsistent with the practices with respect to analogous investments described herein or any further guidance that may be issued. The value of a Fund's investment in the PRC and the amount of its incomes and gains could be adversely affected by an increase in tax rates or change in the taxation basis.

In respect of Bond Connect, the treatment of tax on trading gains under the Applicable Bond Connect Laws and Rules (defined below) is not entirely clear. Accordingly, where the Applicable Bond Connect Laws and Rules require a custodian/ clearing house / any other agent stipulated by such rules to withhold any tax, or where such custodian / clearing house / any other agent has a reasonable basis for believing that such withholding may be required, the custodian / clearing house / any other agent may do so at the rate required by the regulation, or if in the custodian's opinion the Applicable Bond Connect Laws and Rules (defined below) are not very clear on the rate, at such rate as the custodian/ clearing house / any other agent may, reasonably determine to be appropriate. Tax may be withheld on a retroactive basis.

In light of the uncertainty as to how gains or income that may be derived from the Fund's investments in PRC will be taxed, the Company reserves the right to provide for withholding tax on such gains or income and withhold tax for the account of the Fund. Withholding tax may already be withheld at broker/custodian level. Any tax provision, if made, will be reflected in the relevant Fund's account(s) at the time of debit or release of such provision.

If the actual applicable tax levied by PRC tax authorities is greater than that provided for by the relevant Fund so that there is a shortfall in the tax provision amount, investors should note that the Net Asset Value of the Fund may suffer more than the tax provision amount as the relevant Fund will ultimately have to bear the additional tax liabilities. In this case, the then existing and new investors will be

disadvantaged.

On the other hand, if the actual applicable tax levied by PRC tax authorities is less than that provided for by the relevant Fund so that there is an excess in the tax provision amount, investors who have redeemed Shares before PRC tax authorities' ruling, decision or guidance in this respect will be disadvantaged as they would have borne the loss from the Fund's overprovision. In this case, the then existing and new investors may benefit if the difference between the tax provision and the actual taxation liability can be returned to the account of the relevant Fund as assets thereof.

In addition, investors should be aware that under-accrual or over-accrual for PRC tax liabilities may impact on the performance of a Fund during the period of such under-accrual or over-accrual and following any subsequent adjustments to the Net Asset Value.

In case of having excess in the tax provision amount (for example, the actual applicable tax levied by PRC tax authorities is less than the tax provision amount or due to a change in provisioning by a Fund), such excess shall be treated as property of the relevant Fund and investors who have already transferred or redeemed their Shares in the relevant Fund will not be entitled or have any right to claim any part of the amount representing the excess.

**Trading Issues Risk.** Although the ETF Shares of a Fund will be listed for trading on the relevant Listing Stock Exchange(s), there can be no assurance that an active trading market for such ETF Shares will develop or be maintained. Trading in ETF 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 ETF Shares inadvisable. In addition, trading in ETF 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 ETF 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.

**Shares purchased on the secondary market cannot usually be sold directly back to the Company. Investors must buy and sell ETF Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current Net**

### Asset Value per Share when buying ETF Shares and may

**receive less than the current Net Asset Value per Share when selling them.** ETF 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, investors who have acquired ETF Shares on the secondary market are entitled to apply to the Company in writing to have the ETF Shares in question registered in their own name, to enable them to access the redemption facilities described in the “Primary Market” section. Investors should refer to the “Purchase and Sale Information” section for further details.

**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 Management 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 Management Company considers available information unreliable, the Management Company may value a Fund's assets based on such other information as the Management 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 that has been used to value the security, its net asset value will be adversely affected. When a Fund invests in other funds or investment pools, the Management Company will generally value a Fund's 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 Management Company to value a Fund's assets.

**Volatility Risk.** Investors should note that the volatility of a Fund may vary over time and there can be no assurance that the historical volatility levels of the Index will continue to be observed in the future. To the extent that the Investment Manager, on behalf of a Fund, uses FDIs, there may be a risk that the volatility of the Fund may increase.

### Risks Associated With Investment In Equities

**Equity Risk.** Equity securities represent ownership interests in a company or corporation and include common stock, preferred stock and warrants and other rights to acquire such instruments.

Investments in equity securities in general are subject to a number of factors which may cause their market prices to fluctuate over time, sometimes rapidly or unpredictably. The value of a security may decline for a number of reasons that

may directly relate to the issuer (see “**Issuer Risk**” above) or due to general market conditions that are not specifically related to a particular company or issuer, 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. In addition, equity markets tend to move in cycles, which may cause stock prices to fall over short or extended periods of time. 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.

Where a Fund invests in equity warrants, Shareholders should be aware that the holding of warrants may result in increased volatility of the relevant Fund's Net Asset Value per Share. For Funds investing in convertible equity securities Shareholders should also be aware that the value of such securities is affected by prevailing interest rates, the credit quality of the issuer and any call provisions. For Index Tracking Funds, fluctuations in the value of equity securities comprised in any Index, the performance of which is replicated by the relevant Fund, would cause the Net Asset Value of the relevant Fund to fluctuate.

**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. See also “**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. See also “**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 honor 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. See also “**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. See also “**Prepayment Risk**” below. 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-related securities represent a participation in, or are secured by, mortgage loans. Other asset-backed securities are typically structured like mortgage-related securities, but instead of mortgage loans or interests in mortgage loans, the underlying assets may include such items as motor vehicle instalment sales or instalment loan contracts, leases on various types of real and personal property, and receivables from credit card agreements. During periods of falling interest rates, mortgage-related and other asset-backed securities, which typically provide the issuer with the right to prepay the security prior to maturity, may be prepaid, which may result in a Fund having to reinvest the proceeds in other investments at lower interest rates. During periods of rising interest rates, the average life of mortgage-related and other asset-backed securities may extend because of slower-than expected principal payments. This may lock in a below market interest rate, increase the security's duration and volatility, and reduce the value of the security. As a result, mortgage-related and other asset-backed securities may have less potential for capital appreciation during periods of declining interest rates than other securities of comparable maturities, although they may have a similar risk of decline in market values during periods of rising interest rates. Prepayment rates are difficult to predict and the potential impact of prepayments on the value of a mortgage-related or other asset-backed security depends on the terms of the instrument and can result in significant volatility. The price of a mortgage-related or other asset-backed security also depends on the credit quality and adequacy of the underlying assets or collateral, if any. Defaults on the underlying assets, if any, may impair the value of a mortgage-related or other asset-backed security. For some asset-backed securities in which a Fund invests, such as those backed by credit card receivables, the underlying cash flows may not be supported

by a security interest in a related asset. Moreover, the values of mortgage-related and other 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 situations, the mishandling of related documentation may also affect the rights of securities holders in and to the underlying collateral, if any. Furthermore, there may be legal and practical limitations on the enforceability of any security interest granted with respect to underlying assets, or the value of the underlying assets, if any, may be insufficient if the issuer defaults. In a "forward roll" transaction, a Fund will sell a mortgage-related security to a bank or other permitted entity and simultaneously agree to purchase a similar security from the institution at a later date at an agreed upon price. The mortgage securities that are purchased will bear the same interest rate as those sold, but generally will be collateralized by different pools of mortgages with different prepayment histories than those sold. Risks of mortgage-related security rolls include: the risk of prepayment prior to maturity and the risk that the market value of the securities sold by a Fund may decline below the price at which the Fund is obligated to purchase the securities. Forward roll transactions may have the effect of creating investment leverage in a Fund.

**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 behind 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.

**Risks Associated with Investment through Access Programme(s).**

**Risks related to the Stock Connect Daily Quota.** Each of SHHK Stock Connect and SZHK Stock Connect is subject to a Daily Quota. The Daily Quota limits the maximum

net buy value of cross-boundary trades under the relevant Stock Connect each day. SEHK will monitor the usage of the Northbound daily quota ("Northbound Daily Quota") for each of SHHK Stock Connect and SZHK Stock Connect and publish the remaining balance of the Northbound Daily Quota on HKEx's website. SEHK may include or exclude securities as China Connect Securities (as defined in the rules of exchange of the SEHK) and may change the eligibility of shares for Northbound trading on the SHHK and SZHK Stock Connect. Once the remaining balance of the Northbound Daily Quota drops to zero or the Daily Quota is exceeded during the opening call session, new buy orders will be rejected on the relevant Stock Connect (though investors will be allowed to sell their cross-boundary securities regardless of the quota balance) and during the continuous auction session (or closing call auction session) for SZSE, no further buy orders will be accepted for the remaining of the day. The quota limitations may restrict a Sub-Fund's ability to invest in China Connect Securities through Stock Connect on a timely basis. The Daily Quota may change from time to time without prior notice and investors should refer to the SEHK website and other information published by the SEHK for up-to-date information.

*Stock Connect Suspension Risk.* It is contemplated that SEHK, SSE and SZSE would reserve the right to suspend Northbound (for investment in PRC shares) and/or Southbound (for investment in Hong Kong shares) trading if necessary for ensuring an orderly and fair market and that risks are managed prudently. Where a suspension in the Northbound trading through Stock Connect is affected, a Fund's ability to access the PRC market will be adversely affected. Securities (including the China Connect Securities) traded through Stock Connect may also be more volatile and unstable if suspended from trading. Such suspension may prolong for a considerable period of time and volatility and settlement difficulties relating to the China Connect Securities may also result in significant fluctuations in the prices, and may adversely affect the value, of the China Connect Securities.

*Differences in Trading Day.* Stock Connect will only operate on days when both the relevant PRC and Hong Kong markets are open for trading and when banks in the relevant markets are open on the corresponding settlement days. By investing through Stock Connect, the Fund may be subject to a risk of price fluctuations in China Connect Securities during the time when the relevant Stock Connect is not trading as a result.

*Stock Connect Operational Risk.* Stock Connect is premised on the functioning of the operational systems of the relevant market participants. Market participants are able to participate in the relevant programme subject to meeting certain information technology capabilities, risk management and other requirements as may be specified by

the relevant exchange and/or clearing house.

Stock Connect requires market participants to configure and adapt their operational and technical systems. Further, it should be appreciated that the securities regimes and legal systems of each of the PRC and Hong Kong markets differ significantly and in order for the trial programme to operate, market participants may need to address issues arising from the differences on an on-going basis.

Further, the "connectivity" in Stock Connect requires routing of orders across PRC and Hong Kong. The SEHK has set up an order routing system to capture, consolidate and route the cross-boundary orders input by exchange participants. There is no assurance that the systems of the SEHK and market participants will function properly or will continue to be adapted to changes and developments in each market. In the event that the relevant systems fail to function properly, trading in each market through the programme could be disrupted. In such a case, the Fund's ability to access the China A Share market (and hence to pursue its investment strategy) through Stock Connect will be adversely affected.

*Restrictions on Selling Imposed by Pre-trade Monitoring.* PRC regulations require that before an investor sells any share, there should be sufficient shares in that investor's account; otherwise the SSE or SZSE will reject the sell order concerned. SEHK will carry out pre-trade checking on China Connect Securities sell orders of its participants (i.e. the stock brokers) to ensure there is no over-selling.

If a Fund wishes to sell certain China Connect Securities it holds, it must transfer those China Connect Securities to the respective accounts of its brokers before the market opens on the day of selling. If it fails to meet this deadline, it will not be able to sell those shares on the trading day. Because of this requirement, the Fund may not be able to dispose of its holdings of China Connect Securities in a timely manner. PRC regulations may impose certain other restrictions on selling and buying which results in a Fund not being able to dispose of holdings of Connect Securities in a timely manner. This also raises concerns as to counterparty risks as securities may need to be kept by brokers overnight.

To facilitate investors whose SC Securities are maintained with custodians to sell their SC Securities without having to pre-deliver the SC Securities from their custodians to their executing brokers, the SEHK introduced an enhanced pre-trade checking model in March 2015, under which an investor may request its custodian to open a SPSA. An investor will only need to transfer all relevant SC Securities from its SPSA to its designated broker's account after execution and not before placing the sell order. If the Fund is unable to utilise this model, it would have to deliver SC Securities to brokers before the trading day and the above risks may still apply.

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**Recalling of Eligible Stocks.** When a stock is recalled from the scope of eligible stocks for trading via Stock Connect, the stock can only be sold but will be restricted from being bought. This may affect the investment portfolio or strategies of a Fund, for example, when it wishes to purchase a stock which is recalled from the scope of eligible stocks.

**Stock Connect Clearing and Settlement Risk.** As the national central counterparty of the PRC's securities market, CSDCC operates a comprehensive network of clearing, settlement and stock holding infrastructure. Should the remote event of CSDCC default occur and CSDCC be declared as a defaulter, HKSCC's liabilities in Northbound (for investment in China Connect Securities) trades under its market contracts with clearing participants will be limited to assisting clearing participants in pursuing their claims against CSDCC. In such an event, affected Funds may suffer delay in the recovery process or may not be able to fully recover their losses from CSDCC. Under Stock Connect, the relevant Funds which have acquired SC Securities should maintain such SC Securities with their brokers' or custodians' stock accounts with the CCASS operated by HKSCC.

**No Protection by Investor Compensation Fund.** The Fund's investments in SC Securities under SHHK and SZHK Stock Connect are not covered by the Hong Kong's Investor Compensation Fund or the China Securities Investor Protection Fund. Therefore, a Fund is exposed to the risks of default of the broker(s) they engage in their trading in China Connect Securities through the respective programme and the investors will not benefit from compensation under such schemes.

**Beneficial Ownership.** The precise nature and rights of the Hong Kong and overseas investors (including the Fund) as the beneficial owners of PRC Investments through nominees is less well defined under PRC law and the exact nature and methods of enforcement of the rights and interests of such investors under PRC law are not free from doubt.

In particular, China Connect Securities are held in CSDCC. HKSCC is a participant of CSDCC and China Connect Securities acquired by the Fund will be (i) recorded in the name of HKSCC in the nominee securities account opened by HKSCC with CSDCC, and HKSCC is the "nominee holder" of such China Connect Securities; and (ii) held under the depository of CSDCC and registered in the shareholders' register of the listed companies on the SSE and SZSE.

HKSCC will record interests in such China Connect Securities in the CCASS stock account of the relevant CCASS clearing participant such that a Fund shall exercise its rights in relation to the China Connect Securities through the CCASS clearing participant and HKSCC as the nominee holder. With respect to certain rights and interests of China

legal actions to PRC competent courts, it is uncertain whether such rights could be enforced since under the CCASS rules, HKSCC as nominee holder shall have no obligation to take any legal action or court proceeding to enforce any rights on behalf of the investors in respect of the China Connect Securities in PRC or elsewhere.

**RMB Liquidity Risk.** RMB is currently not a freely convertible currency. The purchase of SSE/SZSE stocks is funded by CNH. The demand for CNH may increase and when there is a net drain of offshore RMB, the liquidity of offshore RMB could tighten. This could lead to the rise of CNH funding cost. Funds seeking to invest through the SHHK and SZHK Stock Connect may not be able to secure sufficient CNH to execute their transactions or may only be able to do so at significant cost. Also, should the PRC government tighten the foreign exchange controls, such Funds may be exposed to greater liquidity risk of offshore RMB and may not be able to effectively pursue their investment strategies.

**Risks Associated with the Offshore Market.** RMB which is traded within the Onshore Market (i.e. the CNY) may trade at a different rate compared to RMB which is traded within the Offshore Market (i.e. the CNH). The Funds' investments may be exposed to both the CNY and the CNH, and the Funds may consequently be exposed to greater exchange risks and/or higher costs of investment (for example, when converting other currencies to the RMB at the rate of exchange prevailing in relation to the CNH).

Funds whose Base Currency is not RMB may also be exposed to currency risk due to the need for the conversion into RMB for investments in SC Securities. During any such conversion, a Fund may also incur currency conversion costs. The currency exchange rate may be subject to fluctuation and where RMB has depreciated, a Fund may incur a loss when it converts the sale proceeds of the SC Securities into its operating currency.

**Restriction on Day Trading.** Day (turnaround) trading is not permitted on the China A Share market. Therefore, the Funds buying SC Securities on T day may only sell the shares on and after T+1 day subject to any Stock Connect Scheme Rules. This will limit the Funds' investment options, in particular where a Fund wishes to sell any SC Securities on a particular trading day. Settlement and pre-trade checking requirements may be subject to change from time to time.

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

**Best Execution Risk.** Pursuant to the relevant PRC

regulations, securities trades under Access Programme(s) may be executed through a limited number of PRC brokers/trading and settlement agents and accordingly may affect best execution of such trades. If, for any reason, the Investment Manager is unable to use the relevant broker/trading and settlement agent in the PRC, the operation of the relevant Fund may be adversely affected. The Fund may also incur losses due to the acts or omissions of any of the PRC broker(s)/trading and settlement agent in the execution or settlement of any transaction or in the transfer of any funds or securities. However, the Investment Manager shall, in the selection of PRC brokers/trading and settlement agent, have regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards. It is possible that a single PRC broker/trading and settlement agent will be appointed and the relevant Fund may not necessarily pay the lowest commission available in the market. There is a risk that the relevant Fund may suffer losses from the default, insolvency or disqualification of a PRC broker/trading and settlement agent. In such event, the relevant Fund may be adversely affected in the execution of transactions through such PRC broker/trading and settlement agent. In addition, the broker may aggregate investment orders with its and its affiliates' own orders and those of its other clients, including the Funds. In some cases, aggregation may operate to the Funds' disadvantage and in other cases aggregation may operate to the Funds' advantage.

**Limited Off-Exchange Trading and Transfers Risk.** SC Securities generally may not be sold, purchased or otherwise transferred other than through Stock Connect in accordance with the applicable rules. "Non-trade" transfers (i.e. off-exchange trading and transfers) are permitted in limited circumstances such as post-trade allocation of China A Shares to different funds/sub-funds by fund managers or correction of trade errors.

**Participation in Corporate Actions and Shareholders' Meetings Risk.** Notwithstanding the fact that HKSCC does not claim proprietary interests in the China Connect Securities held in its omnibus stock accounts in CSDCC, HKSCC is the shareholder on record of SSE or SZSE listed companies (in its capacity as nominee holder for Hong Kong and overseas investors) and can attend shareholders' meeting as shareholder in respect of such China Connect Securities. Where the articles of association of a listed company do not prohibit the appointment of proxy/multiple proxies by its shareholder, HKSCC may make arrangements to appoint one or more investors as its proxies or representatives to attend shareholders' meetings when instructed. Otherwise, following the existing market practice in the PRC, investors engaged in Northbound trading will generally not be able to attend shareholder meetings by proxy or in person and the Funds will not be able to exercise the voting rights of the invested company in the same manner as provided in some developed markets.

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

HKSCC will keep participants in CCASS informed of corporate actions of China Connect Securities. Hong Kong and overseas investors (including Funds) will need to comply with the arrangement and deadline specified by their respective brokers or custodians (i.e. CCASS participants). The time for them to take actions for some types of corporate actions of China Connect Securities may be as short as one business day only. Therefore, Funds may not be able to participate in some corporate actions in a timely manner.

**QFI Risk.** Repatriations of RMB by QFIs for open ended funds are currently permitted on a daily basis and are not subject to repatriation restrictions or prior regulatory approval. The application and interpretation of the relevant investment regulations are relatively untested and there is uncertainty as to how they will be applied as the PRC authorities and regulators have been given wide discretion in such investment regulations and there is limited precedent or certainty as to how such discretion may be exercised now or in the future. It is not possible to predict the future development of the QFI system. Any restrictions on repatriation imposed in respect of the relevant Fund's QFI investments may have an adverse effect on the Fund's ability to meet redemption requests. Any change in the QFI system generally, including the possibility of the QFI losing its QFI status, may affect the relevant Fund's ability to invest in eligible securities in the PRC directly through the relevant QFI. In addition, should the QFI status be suspended or revoked, the relevant Fund's performance may be adversely affected as the relevant Fund may be required to dispose of its QFI eligible securities holdings.

**Bond Connect Risks as a new Programme.** The Bond Connect is a novel trading programme in China. The application and interpretation of the relevant investment regulations are largely untested and there is a lack of certainty or guidance as to how any provision of the relevant investment regulations will be applied and interpreted in practice. The relevant investment regulations also give the relevant PRC regulators (including, without limitation, PBoC and SAFE) a certain degree of discretion and there is limited precedent or certainty as to how such discretion might be exercised, either now or in the future. In addition, the relevant investment regulations under which a Fund may invest via Bond Connect are subject to evolution and there is no assurance that the relevant investment regulations will not be changed in a way prejudicing the interests of the relevant Fund.

Moreover, Bond Connect and its technology and risk management capability has only a short operating history.

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There is no assurance that the systems and controls of the Bond Connect programme will function as intended or whether they will be adequate.

**Bond Connect Regulatory Risk.** Any laws, rules, regulations, policies, notices, circulars or guidelines published or applied by any of the Bond Connect Authorities are subject to change from time to time in respect of Bond Connect or any activities arising from Bond Connect (the “**Applicable Bond Connect Laws and Rules**”) and there can be no assurance that Bond Connect will not be abolished. The relevant Fund may be adversely affected as a result of any change in the Applicable Bond Connect Laws and Rules.

**No Off-market Transfer.** Pursuant to the Applicable Bond Connect Laws and Rules, the transfer of Bond Connect Securities between two members of CMU and between two CMU sub-accounts of the same CMU member is not allowed.

**No Amendment of Orders, Limited Cancellation of Orders.** Pursuant to the Applicable Bond Connect Laws and Rules, instructions relating to sell and buy orders for Bond Connect Securities may only be cancelled in limited circumstances pursuant to the Applicable Bond Connect Laws and Rules and instructions may not be amended.

**Hedging Activities.** Hedging activities are subject to the Applicable Bond Connect Laws and Rules and any prevailing market practice and there is no guarantee that the relevant Fund will be able to carry out hedging transactions at terms which are satisfactory to the Management Company, and the relevant Investment Adviser. The Fund may also be required to unwind its hedge in unfavourable market conditions.

**Nominee Holding Structure.** Bond Connect Securities will be held by CMU, opening two nominee accounts with CCDC and SHCH. While the distinct concepts of “nominee holder” and “beneficial owner” are generally recognized under the Applicable Bond Connect Laws and Rules, the application of such rules is untested, and there is no assurance that PRC courts will recognise such rules, e.g. in liquidation proceedings of PRC companies or other legal proceedings.

**Risk of CMU / CCDC / SHCH Default.** A failure or delay by CMU, CCDC or SHCH in the performance of their respective obligations may result in a failure of settlement, or the loss, of CIBM and/or monies in connection with them and the relevant Fund may suffer losses as a result.

**Counterparty Risk to the PRC Sub-Custodian and Other Depositories for PRC Investments.** Any PRC Investments acquired through an Access Programme(s) will be maintained by the PRC Sub-Custodian, in electronic form via the securities account(s) and any cash will be held in RMB cash account(s) with the PRC Sub-Custodian. Securities account(s) and Renminbi cash account(s) for the relevant Fund in the PRC are maintained in accordance with market

practice. Such account may be in the name of a nominee (for example, the QFI/applicant under the CIBM Direct Access Programme(s)) and not in the name of such Fund, and the assets within such account may be held for and on behalf of clients of the nominee including but not limited to such Fund. Even though the Chinese regulators have affirmed their recognition of the concepts of nominee holders and beneficial owners and applicable PRC rules, regulations and other administration measures and provisions generally provide for the concept of a “nominee holder” and recognise the concept of a “beneficial owner” of securities, these concepts are relatively new in the Chinese legal system and remain untested under the QFI scheme. Hence, the assets of such Fund held within such account may be subject to a risk of being treated as part of the assets of the nominee and be vulnerable to claims by creditors of the nominee in the event of the insolvency of the nominee. Whilst the assets held in such accounts are segregated and held separately from the assets of the nominee and belong solely to the relevant Fund, it is possible that the judicial and regulatory authorities in the PRC may interpret this position differently in the future. In addition, the assets of the Fund may not be adequately segregated from the assets of other Funds, funds or clients investing through the nominee. The relevant Fund may also incur losses due to the acts or omissions of the PRC Sub-Custodian in the execution or settlement of any transaction or in the transfer of any funds or securities.

Cash held by the PRC Sub-Custodian in the RMB cash account(s) will not be segregated in practice but will be a debt owing from the PRC Sub-Custodian to the relevant Fund as a depositor. Such cash will be co-mingled with cash belonging to other clients of the PRC Sub-Custodian. In the event of insolvency of the PRC Sub-Custodian, the relevant Fund will not have any proprietary rights to the cash deposited in the cash account opened with the PRC Sub-Custodian, and the Fund will become an unsecured creditor, ranking *pari passu* with all other unsecured creditors, of the PRC Sub-Custodian. The Fund may face difficulties and/or encounter delays in recovering such debt, or may not be able to recover it in full or at all, in which case the relevant Fund will lose some or all of its cash.

**Counterparty Risk to PRC Broker(s)/Trading and Settlement Agent.** Pursuant to the relevant PRC regulations, securities trades under the Access Programme(s) may be executed through a limited number of PRC brokers/trading and settlement agent that may be appointed for trading in any PRC stock exchange or interbank bond market for the relevant Fund. If, for any reason, the relevant broker /trading and settlement agent in the PRC cannot be used, the operation of the relevant Fund may be adversely affected. The Fund may also incur losses due to the acts or omissions of any of the PRC broker(s)/trading and settlement agent in the execution or settlement of any transaction or in the transfer of any funds or securities. However, the selection of PRC brokers/trading and settlement agent, should have

regard to factors such as the competitiveness of commission rates, size of the relevant orders and execution standards. It is possible that a single PRC broker/trading and settlement agent will be appointed and the relevant Fund may not necessarily pay the lowest commission available in the market. There is a risk that the relevant Fund may suffer losses from the default, insolvency or disqualification of a PRC broker/trading and settlement agent. In such event, the relevant Fund may be adversely affected in the execution of transactions through such PRC broker/trading and settlement agent. A Fund may be adversely affected, whether directly or indirectly, by (i) the acts or omissions by the broker/trade and settlement agent in the settlement of any transaction or in the transfer of funds or securities; (ii) the default or bankruptcy of the broker/trade and settlement agent; and (iii) the disqualification of the broker/trade and settlement agent from acting in such capacity either on a temporary or permanent basis. Such acts, omissions, default or disqualification may also adversely affect a Fund in implementing its investment strategy or disrupt its operations, including causing delays in the settlement of any transaction or the transfer of any funds or securities in the PRC or in recovering assets, which may in turn adversely impact its net asset value. Furthermore, regulatory sanctions can be imposed upon the broker/trade and settlement agent if it violates any provision under the Access Programme(s) regulations. Such sanctions may adversely affect a Fund's investments in PRC Investments.

*Remittance and Repatriation of RMB.* Applications for subscription, redemption and/or conversion of Shares may be subject to certain restrictions under the relevant Access Programme(s) and other relevant PRC regulations. The repatriation of invested capital and of income and capital gains of a Fund from the PRC is subject to the relevant PRC regulations in effect from time to time.

Repatriations of RMB by QFIs for open ended funds are currently permitted on a daily basis based on the net subscriptions and redemptions of Shares of the relevant Fund (as an open-ended fund) and are not subject to repatriation restrictions, any lock up period or prior regulatory approval (but still subject to authenticity and compliance reviews and other regulatory requirements). At present, there is no regulatory prior approval requirement for repatriation of funds from QFIs under the above circumstances, however there is no assurance that PRC rules and regulations will not change or that repatriation restrictions will not be imposed in the future. Further, such changes to the PRC rules and regulations may be applied retroactively.

Remittance and repatriation for the account of a Fund under the CIBM Direct Access Programme(s) regulations may currently be effected subject to the following restrictions:

- (i) a Fund may remit investment principal in RMB or foreign currency into the PRC for investing through

the CIBM Direct Access Programme(s); and

- (ii) where a Fund repatriates funds out of the PRC, the ratio of RMB to foreign currency should generally match the original ratio of RMB to foreign currency when the investment principal was remitted into PRC, with a maximum permissible deviation of 10%. Such ratio requirement can be waived for the first repatriation, provided that the foreign currency or RMB capital to be repatriated may not exceed 110% of the foreign currency or RMB amount remitted into the PRC in aggregate. To the extent repatriation is in the same currency as the inward remittance, the currency ratio restriction will not apply.

The regulations relating to the repatriation of capital and profits may potentially be applied in relation to QFIs as a whole. Hence the ability of a Fund to make investments and/or repatriate monies from QFIs may be affected adversely by the investments, performance and/or repatriation of monies invested by other investors through QFIs.

Any repatriation restrictions as may be applicable under PRC regulations in the future, where applicable, could restrict the Fund's ability to satisfy all or any redemption requests in respect of any particular redemption day and accordingly, the Fund may have to manage the liquidity challenges through the maintenance of high cash balances and the imposition of the redemption restrictions referred to above.

Furthermore, as the PRC Sub-Custodian's review on authenticity and compliance is conducted on each repatriation, the repatriation may be delayed or even rejected by the PRC Sub-Custodian in case of non-compliance with the QFI rules and regulations. In such cases, it is expected that redemption proceeds will be paid to the redeeming Shareholder as soon as practicable and after the completion of the repatriation of funds concerned. The actual time required for the completion of the relevant repatriation will be beyond the QFI's control.

*Effect of PRC Regulations on Subscriptions, Redemptions and Conversions.* The ability of a Shareholder to redeem Shares of a Fund depends, inter alia, on the PRC laws and practices affecting the Fund's ability to liquidate investments and to repatriate the proceeds thereof out of the PRC. Any repatriation restrictions as may be applicable under PRC regulations in the future, where applicable, could restrict the Fund's ability to satisfy all or any redemption requests in respect of any particular redemption day and accordingly, the Fund may have to manage the liquidity challenges through the maintenance of high cash balances and the imposition of the redemption restrictions referred to above. Investors should not invest in the Fund if they have need of greater liquidity than that offered by the Fund.

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Notwithstanding the above, the Directors (or their duly authorised delegate(s)) may determine to temporarily suspend the issue, subscription, redemption, conversion, payment of redemption proceeds and/or valuation of Shares of the relevant Fund during any period when the Fund is unable to transmit subscription proceeds to or from the accounts of the Fund, or dispose of holdings or to repatriate the proceeds of such disposals, subject to certain quota or limits imposed by any regulatory or supervisory, governmental or quasi-governmental authority, any fiscal body or self-regulatory organisation (whether of a governmental nature or otherwise), for example when subscription proceeds cannot be remitted to the account of the relevant Fund due to the Fund being unable to dispose of holdings in the relevant Access Programme(s), or to repatriate the proceeds of such disposals.

## Purchase and Sale Information

### Primary Market

**Subscription For ETF Shares.** The provisions below apply to subscriptions for ETF Shares made directly to the Company only and not to purchase of ETF Shares on secondary markets. Applications for subscriptions directly to the Company in respect of ETF Shares may only be made by Authorised Participants. All other investors may purchase ETF Shares through Authorised Participants on the secondary market, as described below in the section entitled "Secondary Market – Secondary Market Purchases and Sales". This restriction does not apply in the case of Non-ETF Shares which may be issued directly by the Company to all prospective investors. Subscriptions for ETF Shares in a Fund may be made, at the discretion of the Directors, in cash, in kind or in a combination of both.

**Subscription for Non-ETF Shares.** The provisions below also apply to subscriptions for Non-ETF Shares directly to the Company. It is not expected that there will be any secondary market in Non-ETF Shares. Subscriptions for Non-ETF Shares in a Fund may be made in the manner specified in the Relevant Supplement and may at the discretion of the Directors be in cash, in kind or in a combination of both.

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 in any Fund will be issued initially at the price specified in the Relevant Supplement and, thereafter, at the Net Asset Value per Share as specified 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 below. Such Shares will be issued following the Closing Date of the Initial Offer Period in accordance with the provisions of the Relevant Supplement.

Prospective investors and Shareholders should note that by completing the application form they are providing the Company with personal information, which may constitute personal data within the meaning of the Data Protection Legislation. The personal data of prospective investors and registered Shareholders shall be processed in accordance with the Privacy Statement.

**Subsequent Subscriptions.** Shareholders may submit subsequent applications, without a requirement to submit original documentation, for Shares in a Fund 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.

**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 or by duly authorised delegates. The Minimum Subscription Amount for any Fund will be specified in the Authorised Participant Operating Guidelines.

**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. Amendments to a Shareholder's registration details and payment instructions will only be effected upon receipt of original documentation.

**Cash Subscriptions.** Investors may subscribe for Shares for cash on each Dealing Day by making an application before the dealing deadline specified for each Fund in the Relevant Supplement. 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 Management Company may decide, in exceptional circumstances, 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 all Duties and Charges) are not received by the Company by the time and date specified in the Relevant Supplement, the Management Company reserves the right to cancel any provisional allotment of Shares and may seek to recover any relevant credit charges incurred by the Company in respect of the allotment.

**In-Kind Subscriptions for ETF Shares.** Each Fund will allow investors to subscribe for ETF Shares in-kind on each Dealing Day, unless specified otherwise in the Relevant Supplement (and except during any period in which the calculation of the Net Asset Value per Share is suspended). 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 ETF Shares received by the Administrator before the dealing deadline on a Dealing Day specified in the

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Relevant Supplement are accepted on that Dealing Day and processed in accordance with the Relevant Supplement provided always that the Management Company may decide, in exceptional circumstances, to accept subscriptions after the relevant dealing deadline provided that they are received before the relevant Valuation Point.

In-kind subscriptions for ETF Shares may be made by the investors 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, settlement may be in the form of a basket of securities agreed between the investor and the Investment Manager 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 five (5) Business Days after the relevant Dealing Day.

The Management Company has the right to refuse the securities proposed and have a period of seven (7) Business Days from the date they are deposited to provide notification of its decision. 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 Investment Manager, 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 and may seek to recover any relevant credit charges incurred by the Company in respect of the allotment. 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 Depositary or arrangements be made to vest the assets with the Depositary; (iii) the number of Shares to be issued must not exceed the amount that would be issued for the cash equivalent; and (iv) the Depositary is satisfied that there is unlikely to be any material prejudice to the existing Shareholders.

Applications for ETF Shares are irrevocable and the provisions described above may be applied to any application for Shares that is not fully settled in the manner described above.

**In-Kind Subscriptions for Non-ETF Shares.** Each Fund may allow investors to subscribe for Non-ETF Shares in-kind on each Dealing Day, where specified in the Relevant Supplement (and except during any period in which the calculation of the Net Asset Value per Share is suspended). 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 Non-ETF Shares received by the Administrator before the dealing deadline on a Dealing Day specified in the Relevant Supplement are accepted on that Dealing Day and processed in accordance with the Relevant Supplement 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.

In-kind subscriptions for Non-ETF Shares may be accepted from investors at the discretion of the Directors by way of a Fixed Portfolio Basket as described above in "In-Kind Subscriptions for ETF Shares". 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. In-Kind Subscriptions for Non-ETF Shares are generally not accepted by way of a Negotiated Portfolio Basket. The exact value of the cash balance in the case of a Fixed 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 using the same valuation methodology as that used to determine

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the Net Asset Value per Share.

Settlement/delivery of subscriptions is made no later than five (5) Business Days after the relevant Dealing Day.

If the Fixed Portfolio Basket is not delivered to the Company, in exactly the form agreed with the Investment Manager, 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 and may seek to recover any relevant credit charges incurred by the Company in respect of the allotment. 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 Depositary or arrangements be made to vest the assets with the Depositary; (iii) the number of Shares to be issued must not exceed the amount that would be issued for the cash equivalent; and (iv) the Depositary is satisfied that there is unlikely to be any material prejudice to the existing Shareholders.

Applications for Non-ETF Shares are irrevocable and the provisions described above may be applied to any application for Shares that is not fully settled in the manner described above.

### **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. A written trade confirmation will be sent to investors that have subscribed for Shares. Shares may only be issued as fully paid in whole units.

Shares will be issued in dematerialised non-certificated form in the International Central Securities Depositories subject to the issue of a global share certificate (where required by the International Central Securities Depository in which the Shares are held). The International Central Securities Depositories for the Funds are currently Euroclear Bank S.A./N.V. and Clearstream Banking, Société Anonyme, Luxembourg, and any successor entity thereto. No individual certificates for Shares will be issued by the Company. The global share certificate will be deposited with the relevant common depositary (being the entity nominated by the relevant International Central Securities Depository to hold the global share certificate) and registered in the name of the relevant common depositary (or its nominee). The common depositary (or its nominee) will appear as a Shareholder on the register of Shareholders in respect of such Shares. As a result, purchasers of Shares in the Funds will not be

recorded as Shareholders on the register of Shareholders of the Company but will hold a beneficial interest in such Shares and the rights of such investors will be governed by their agreement with their nominee, broker or central securities depositary as appropriate.

The Company or its duly authorised agent may from time to time require investors to provide them with information relating to: (a) the capacity in which they hold an interest in Shares; (b) the identity of any other person or persons then or previously interested in such Shares; (c) the nature of any such interests; and (d) any other matter where disclosure of such matter is required to enable compliance by the Company with applicable laws or the constitutional documents of the Company.

The Company or its duly authorised agent may from time to time request the applicable International Central Securities Depository to provide the Company with following details: ISIN, ICSD participant name, ICSD participant type - Fund/Bank/Individual, residence of ICSD Participant, number of ETF of the Participant within Euroclear and Clearstream, as appropriate, that holds an interest in Shares and the number of such interests in the Shares held by each such Participant.

### **Euroclear and Clearstream**

Participants which are holders of interests in Shares or intermediaries acting on behalf of such account holders will provide such information upon request of the ICSD or its duly authorised agent and have been authorised pursuant to the respective rules and procedures of Euroclear and Clearstream to disclose such information to the Company of the interest in Shares or to its duly authorised agent.

Investors may be required to provide promptly any information as required and requested by the Company or its duly authorised agent, and agree to the applicable International Central Securities Depository providing the identity of such Participant or investor to the Company upon their request.

**Redemption of Shares.** The provisions set out below apply only to redemptions of ETF and Non-ETF Shares by the Company to primary market investors, such as Authorised Participants in relation to ETF Shares and not to disposals of ETF Shares on the secondary markets. ETF Shares purchased on the secondary market cannot usually be sold directly back to the Company. Investors must buy and sell shares on a secondary market with the assistance of an intermediary (eg a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current net asset value when buying shares and may receive less than the current net asset value when selling them. However in exceptional circumstances, investors who have acquired ETF Shares on the secondary market may be entitled redeem their Shares directly with the Company as described

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below in the section entitled “**Secondary Market – Secondary Market Purchases and Sales**”.

**Redemption Applications.** 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 Management Company may decide to accept, in exceptional circumstances, redemption requests after the relevant dealing deadline provided that they are received before the relevant Valuation Point. A properly completed redemption instruction must be received by the Administrator by fax or, if agreed with the Administrator, by electronic means before the dealing deadline on the relevant Dealing Day specified in the Relevant Supplement provided that, in the case of faxed redemption requests, 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 or their duly authorised delegates 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 or by duly authorised delegates. The Minimum Redemption Amount for any Fund will be specified in the Authorised Participant Operating Guidelines.

**Redemptions for Cash.** Shareholders 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. The Administrator or the Management Company (or their duly authorised delegates) 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. Payment for Shares redeemed will be effected no later than ten (10) Business Days after the relevant dealing deadline. Redemption proceeds in the Base Currency of the Class 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 will allow Shareholders to redeem Shares in-kind on each Dealing

Day, unless specified otherwise in the Relevant Supplement. In this context, “in-kind” means that, with the consent of the

Shareholder, 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 Depositary. Redemption requests must be received by the Administrator before the dealing deadline on the relevant Dealing Day specified in the Relevant Supplement. 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.

Where a Shareholder requests redemption of Shares in a Fund representing 5% or more of the Net Asset Value, the Management Company may determine in its sole discretion to provide the redemption in-kind. The assets to be transferred shall be selected at the discretion of the Management Company, subject to the approval of the Depositary and taken at their value used in determining the redemption price of the Shares being so repurchased. In this event the Management 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 the remaining Shareholders. The costs 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 application form and all requested supporting anti-money laundering documentation. 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 relevant deadlines will be held over and dealt with on the following Dealing Day, unless the Directors (or their duly authorised delegates) otherwise determine. 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 Management Company

shall be entitled, at its 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 Management Company shall determine. If the Management 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 (but shall not receive priority on such 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 of the Fund to which the original request related have been redeemed.

**Conversions.** A transfer from one Fund to another is executed by the redemption of the Shares of the original Fund and the subscription of Shares in the Fund. 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 of any Class in any Fund into Shares of any Class in any other Fund, provided that they meet all of the normal criteria for subscriptions into that Fund, except where dealings in the relevant Shares have been temporarily suspended in the circumstances described in this Prospectus. Conversions will be subject to an appropriate provision for Duties and Charges.

**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:

- a) 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;
- b) 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 of the relevant Fund;
- c) The Directors deem it appropriate because of adverse political, economic, fiscal or regulatory changes affecting the relevant Fund in any way;
- d) the Net Asset Value of the relevant Fund falls below US\$50,000,000 or the prevailing currency equivalent in the currency in which Shares of the relevant Fund are denominated;
- e) the Shares in the relevant Fund cease to be listed on a Listing Stock Exchange; or
- f) the Directors deem it appropriate for any other reason, in which case thirty (30) days' notice shall

be provided to Shareholders.

If the Depositary has given notice of its intention to retire and no new depositary 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 each such case, the Shares of class shall be redeemed after giving not less than one (1) month'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 (or their duly authorised delegates) may from time to time determine as an appropriate provision for estimated realisation costs of the assets of the Company.

**Directed Trading.** Authorised Participants in the primary markets may request the execution of a transaction, including, without limitation, the sale or purchase of securities on their behalf, either as part of a subscription or a redemption, in accordance with specific terms. These terms may include, without limitation, the use of a particular broker or market or other terms which are not in accordance with the standard terms on which the Investment Manager executes transactions for the Company generally, having regard to its obligation to provide best execution to the Company. Any investor wishing to instruct a transaction on such specific terms should contact the Investment Manager in good time in advance of any proposed trade date to propose the terms of such transaction, provided that neither the Company nor the Investment Manager shall be under any obligation to consent to any such proposal. Investors should note that none of the Company, the Investment Manager or their agents accept any liability for any loss, damage or delay caused by compliance with any such terms agreed with an investor. Investors should also read the risk warning headed "**Directed Trading Risk**" in the "**Risk Information**" section.

## Secondary Market

### Secondary Market Purchases and Sales of ETF Shares.

The ETF Shares are listed for secondary trading on each Listing Stock Exchange and individual ETF Shares may be purchased and sold on Listing Stock Exchanges through a broker-dealer. The opening and closing days for the Listing Stock Exchanges will be specified on the Website. If an investor buys or sells ETF Shares in the secondary market, such investor will pay the secondary market price for ETF Shares. In addition, an investor 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

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warnings headed “**Costs Of Buying And Selling Shares Risk**” and “**Trading Issues Risk**” in the “**Risk Information**” section.

ETF Shares purchased on the secondary market cannot usually be sold directly back to the Company. In exceptional circumstances as determined by the Directors, whether as a result of disruptions in the secondary market or otherwise, investors who have acquired ETF Shares on the secondary market are entitled to apply to the Company in writing to have the ETF Shares in question registered in their own name, to enable them to access the redemption facilities described above in the “**Primary Market**” section. 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.

**Secondary Market Prices.** The trading prices of a Fund’s ETF Shares will fluctuate continuously throughout trading hours based on market supply and demand rather than the Net Asset Value per Share, which is only calculated at the end of each business day. The ETF 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 per Share. The trading prices of a Fund’s ETF 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 ETF Shares are listed on a stock exchange they will remain listed. Information showing the number of days the market price of a Fund’s ETF Shares was greater than the Net Asset Value per Share and the number of days it was less than the Net Asset Value per Share (i.e., premium or discount) for various time periods is available on the Website. Investors should also read the risk warning headed “**Fluctuation of Net Asset Value**” in the “**Risk Information**” section.

An **INAV** which is an estimate of the Net Asset Value per Share calculated using market data will be disseminated at regular intervals throughout the day. The INAV is based on quotes and last sale prices from the securities’ local market and may not reflect events that occur subsequent to the local market’s close. Premiums and discounts between the INAV and the market price may occur and the INAV should not be viewed as a “real-time” update of the Net Asset Value per Share, which is calculated only once a day. Neither the Funds, nor the Investment Manager or any of their affiliates, nor any third party calculation agents involved in, or responsible for, the calculation or publication of such INAVs makes any warranty as to their accuracy. Details of the INAV for each Fund are available on the Website.

The Management Company has established a liquidity risk management policy which enables it to identify, monitor and manage the liquidity risks of the Company and to ensure the liquidity profile of the investments of each Fund will facilitate compliance with each Fund’s underlying obligations. The Management Company’s liquidity risk management policy takes into account the investment strategy, the liquidity profile, redemption policy and other underlying obligations of the Funds. The liquidity management systems and procedures include appropriate escalation measures to address anticipated or actual liquidity shortages or other distressed situations of the Company.

In summary, the liquidity risk management policy monitors the profile of investments held by the Company and each Fund and ensures that such investments are appropriate to the redemption policy as set out above, and will facilitate compliance with each Fund’s underlying obligations. Further, the liquidity risk management policy includes details on periodic stress testing carried out by the Investment Manager to manage the liquidity risk of each Fund in exceptional and extraordinary circumstances.

The Management Company seeks to ensure that the investment strategy, the liquidity profile and the redemption policy of each Fund are consistent. The investment strategy, liquidity profile and redemption policy of the Company will be considered to be aligned when investors have the ability to redeem their investments in a manner consistent with the fair treatment of all investors and in accordance with the Company’s redemption policy and its obligations. In assessing the alignment of the investment strategy, liquidity profile and redemption policy, the Management Company shall have regard to the impact that redemptions may have on the underlying prices or spreads of the individual assets of each Fund. Details of the redemption rights of Shareholders, including redemption rights of Shareholders in normal and exceptional circumstances and existing redemption arrangements are set out above in this section.

## Liquidity Risk Management

## Determination of Net Asset Value

The calculation of the Net Asset Value of each Fund and the Net Asset Value per Share has been delegated 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 Base 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 the Shares of any Fund are divided into different classes of Shares, the amount of the Net Asset Value of the Company 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 class expenses to the class, making appropriate adjustments to take account of distributions, subscriptions, redemptions, gains and expenses of that class and apportioning the Net Asset Value of the Company 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 the Company attributable to a class and the Net Asset Value per Share in respect of a class will be expressed in the class currency of such class if it is 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 valuations. 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. 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 Management Company determines provides the fairest criteria in a value for the security, as the Management Company 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 Management Company, 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 Management Company and approved for the purpose by the Depositary. 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 Depositary must ensure the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the security. Neither the Management Company or their delegates nor the Depositary 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 Management Company in consultation with the Administrator or by a competent person, firm or corporation appointed by the Management Company and approved for such purpose by the Depositary.

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

Derivative instruments including swaps, interest rate futures contracts, exchange traded futures, index futures 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 Management Company, who shall be approved for the purpose by the Depositary, in consultation with the Administrator.

OTC derivatives 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 Management Company and approved for this purpose by the Depositary. OTC derivatives shall be valued at least daily. If using the counterparty's valuation, such valuation must be approved or verified by a party independent of the counterparty and approved by the Depositary (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 derivatives 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 Management Company, approved for this purpose by the Depositary, or will use a valuation by any other means provided that the value is approved by the Depositary. All alternative valuations will be reconciled with the counterparty's valuation on at least a monthly basis. Any significant differences to the counterparty valuation will be promptly investigated and explained.

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

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 market maker 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.

In circumstances where the Administrator is directed by the Investment Manager or its delegates to use particular pricing services, brokers, market makers or other intermediaries,

the Administrator shall not be liable for any loss suffered by

the Company or any Shareholder by reason of any error in the calculation of the Net Asset Value of the Fund and the Net Asset Value per Share in each Fund resulting from any inaccuracy in the information provided by such pricing services, brokers, market makers or other intermediaries.

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 Management Company, at probable realisation value estimated with care and in good faith by a competent person appointed by the Management Company and approved for the purpose by the Depositary. 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 or Share 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 or Shares will be valued at their probable realisation value estimated with care and in good faith by the Management Company in consultation with the Administrator or by a competent person, firm or corporation appointed for such purpose by the Management Company and approved for the purpose by the Depositary.

Notwithstanding the above provisions the Management Company may, with the approval of the Depositary (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 Depositary to be used if they deem it necessary.

In determining the Net Asset Value per Share, all assets and liabilities initially expressed in foreign currencies will be converted into the Base 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 Management Company.

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

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**Temporary Suspension of Dealings.** The Directors may at any time, with prior notification to the Depositary, temporarily suspend the issue, valuation, sale, purchase, redemption or conversion of Shares of any Fund, or the payment of redemption proceeds, during:

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

Notice of any such suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine and shall be transmitted immediately to the Central Bank (without delay) 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

### Dividends and Capital Gains.

Shareholders of each Fund are entitled to their share of a 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 Shares, where income and capital gains are reflected in the Net Asset Value per Share, or distributing Shares, where, at the discretion of the Management Company, any combination of income and capital gains are distributed to shareholders on a periodic basis, or both. The distribution policies applicable to Shares of any Fund will be specified in the Relevant Supplement. The distribution policy of any Fund or of any class of Shares may be changed by the Management Company upon reasonable notice to Shareholders of that Fund or class of Shares as the case may be and, in such circumstances, the distribution policies will be disclosed in an updated Prospectus and/or Supplement.

Dividends will be declared in the currency of the applicable Share Class. Any dividend paid on a Share of any Fund 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". The TER does not include extraordinary costs and certain ongoing costs and expenses as outlined below.

After deduction and payment of Directors' fees and expenses and the Auditors' fees and expenses, (both of which are included in the TER), the balance of the TER is paid to the Management Company, and the Management Company is then responsible for the payment of all operational expenses of the Company. This includes, but is not limited to, fees and expenses of the Depositary, Administrator, and Company Secretary. The Management Company may pay 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 Management Company will also be responsible for the payment of the following fees and expenses:

- 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;
- all establishment costs of the Company and the Funds not otherwise referred to above; 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 certain ongoing 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 also excludes Embedded Costs which, if applicable, will be incurred in addition to the TER 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 of the Company is as listed in the Relevant Supplement. If a Fund's expenses exceed the TER outlined above in relation to operating the funds, the Investment Manager will cover any shortfall from its own assets.

## **Remuneration Policy and Practices**

The Management Company is subject to remuneration policies, procedures and practices (together, the **"Remuneration Policy"**) which complies with the UCITS Directive. The Remuneration Policy is consistent with and promotes sound and effective risk management. It is designed not to encourage risk-taking which is inconsistent with the risk profile of the Funds. The Remuneration Policy is in line with the business strategy, objectives, values and interests of the Company and the Funds. It includes measures to avoid conflicts of interest. The Remuneration Policy applies to staff whose professional activities have a material impact on the risk profile of the Company or the Funds, and ensures that no individual will be involved in determining or approving their own remuneration. The Remuneration Policy will be reviewed at least annually. Details of the up-to-date Remuneration Policy are contained within the Annual Report and Audited Financial Statements under Appendix I Remuneration Policy (unaudited), which are available on the Website. The Remuneration Policy will also be made available for inspection and may be obtained, free of charge, at the registered office of the Company.

## Tax Information

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

Provided the Shares remain held in a recognised clearing system (which includes CREST, Euroclear and Clearstream Banking), the Company will not be obliged to account for any Irish tax in respect of the Shares. However, 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 will have no liability to Irish income tax or capital gains tax in respect of their Shares.

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.

### Plan d'Epargne en Actions ("PEA") eligibility – France

Funds eligible for inclusion in the French PEA tax wrapper must invest a minimum of 75% of their assets in PEA eligible equities as defined under applicable French laws and regulations. The Relevant Supplement will indicate if a Fund is PEA eligible at the Relevant Supplement's date of issue. Should the Board believe that a fund is no longer PEA eligible (e.g., for Index Tracking Funds because the Index constituents are no longer aligned with PEA criteria), it will provide notice to the Shareholders.

## 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 41%. 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 33%) 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:

- a) 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);
- b) the person from whom the gift/inheritance is taken is neither domiciled nor ordinarily resident in Ireland at the date of the disposition; and
- c) the person taking the gift/inheritance is neither domiciled nor ordinarily resident in Ireland at the date of the gift/inheritance.

## Reporting of Information

The Company may be required to report information on Shareholders in accordance with the EU Reporting Regime adopting the regime known as the OECD Common Reporting Standard.

## Withholding tax

The Company may be subject to non-recoverable withholding tax on dividends and interest and to tax on capital gains in the country of origin of its investments.

## **FATCA**

Ireland has an intergovernmental agreement with the United States of America (the "IGA") in relation to FATCA, of a type commonly known as a 'model 1' agreement. Ireland has also enacted regulations to introduce the provisions of the IGA into Irish law. The Company intends to carry on its business in such a way as to ensure that it is treated as complying with FATCA, pursuant to the terms of the IGA. Unless an exemption applies, the Company shall be required to register with the U.S. Internal Revenue Service as a 'reporting financial institution' for FATCA purposes and report information to the Irish Revenue Commissioners relating to Shareholders who, for FATCA purposes, are specified U.S. persons, non-participating financial institutions or passive non-financial foreign entities that are controlled by specified U.S. persons. Exemptions from the obligation to register for FATCA purposes and from the obligation to report information for FATCA purposes are available only in limited circumstances. Any information reported by the Company to the Irish Revenue Commissioners will be communicated to the U.S. Internal Revenue Service pursuant to the IGA. It is possible that the Irish Revenue Commissioners may also communicate this information to other tax authorities pursuant to the terms of any applicable double tax treaty, intergovernmental agreement or exchange of information regime.

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

### **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 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:

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

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

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

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

The term 'ordinary residence' (as distinct from 'residence') relates to a person's normal pattern of life and denotes residence in a place with some degree of continuity. An individual who has been resident in Ireland for three consecutive tax years becomes ordinarily resident with effect from the commencement of the fourth tax year. An individual who has been ordinarily resident in Ireland ceases to be ordinarily resident at the end of the third consecutive tax year in which the individual is not resident. For example, an individual who is resident and ordinarily resident in Ireland in 2026 and departs Ireland in that year will remain ordinarily resident in Ireland up to the end of the tax year in 2029.

## **United Kingdom**

### **General**

The statements on United Kingdom taxation below are intended to be a general guide to the anticipated tax treatment in the United Kingdom of its Shareholders. This is not a comprehensive summary of United Kingdom taxation in respect of all classes of investors and is not intended to constitute legal or tax advice to investors. Prospective investors should consult their own professional advisers on the overall tax consequences of investing in the Company.

The statements below relate to Shareholders holding Shares as an investment (as opposed to dealers in securities, insurance companies and certain trusts) and are based on current United Kingdom tax law as applied in England and Wales and HM Revenue & Customs published practice (which may not be binding on HM Revenue & Customs) in force at the date of this Prospectus, both of which are subject to change at any time, possibly with retrospective effect. The statements do not cover United Kingdom Shareholders which are tax exempt or subject to special taxation regimes (including pension funds). As is the case with any investment, there can be no guarantee that the tax position prevailing at the time an investment in the Company is made will continue indefinitely. The statements below only relate to the United Kingdom tax treatment of Shareholders who are United Kingdom resident and domiciled individuals and

United Kingdom resident companies investing in Shares in the Company. This summary does not apply to any United Kingdom resident companies which are deemed to be interested (whether directly or indirectly) in at least 25% of the profits of the Company or of any Fund.

### The Company

Provided that the Directors ensure that central management and control of the Company remains outside of the United Kingdom, and that the Company does not carry on a trade in the United Kingdom, the Company should not be subject to United Kingdom corporation tax on its income or capital gains.

#### *The Offshore Funds Regulations*

The Taxation (International and Other Provisions) Act 2010 and The Offshore Funds (Tax) Regulations 2009 (as amended) (the "**Regulations**"), contain provisions which may affect United Kingdom tax resident investors in offshore funds.

The Regulations provide that if an investor resident in the United Kingdom 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 United Kingdom tax as income and not as a chargeable gain, unless an exemption applies.

Alternatively, where an investor resident in the United Kingdom for taxation purposes holds an interest in an offshore fund (unless, as regards United Kingdom resident corporate investors, the offshore fund fails the 'non-qualifying investment test' referred to below) that has been approved by HM Revenue & Customs as a UK 'reporting fund' for all periods of account for which the investor holds its interest, any gain accruing upon sale or other disposal of the interest will be subject to capital gains tax (or corporation tax on chargeable gains in the case of investors within the charge to United Kingdom corporation tax) rather than tax on income.

Where an offshore fund may have been a non-reporting fund for part of the time during which the United Kingdom 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.

In the case of an offshore fund which fails the 'non-qualifying investment test' (ie more than 60% of the offshore fund's

assets consist of debt securities or other interest bearing or economically equivalent assets), whether or not the offshore fund is a reporting fund, a United Kingdom resident investor within the charge to corporation tax will be subject to tax as income on all profits and gains arising from, and fluctuations in the value of, its interest in the offshore fund (calculated at the end of each accounting period of the investor and at the date of disposal of the interest) in accordance with fair value accounting.

Separate classes of Shares of the Company will be regarded separately in determining if they constitute 'offshore funds' for the purposes of the Regulations.

It should be noted that a 'disposal' for United Kingdom tax purposes would generally include a redemption or switching of interest between Classes of Shares in the Company.

To obtain reporting fund status for a particular Class of Shares, the Directors of the Company must apply to HM Revenue & Customs for a particular Class of Shares to constitute a reporting fund within specified time limits and demonstrate to HM Revenue & Customs that the particular Class of Shares complies with the applicable rules in force for reporting funds status.

As at the date of this Prospectus, the Company has obtained reporting fund status for each Class of Shares currently in issue from HM Revenue & Customs and reporting fund status will remain in place for so long as the annual requirements of the Regulations are met.

The Directors intend to manage the affairs of the Company and the Funds so that the requirements to obtain and maintain reporting fund status in respect of each Class of Shares are met and continue to be met on an ongoing basis. However, no assurance can be given that any such Class of Shares will continue to qualify as a reporting fund or that the Directors will seek reporting fund status in respect of any new Class of Shares. These requirements include calculating and reporting the income returns of the offshore fund for each reporting period (as defined for United Kingdom tax purposes) on a per-share basis to all relevant shareholders (as defined for these purposes) and HM Revenue & Customs. For so long as reporting fund status is maintained in respect of a Class of Shares United Kingdom tax resident Shareholders which hold their interests in that Class of Shares 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 proportionate share of the full amount of reported income. The reported income will be deemed to arise to United Kingdom Shareholders on the date the report is issued by the Directors.

The Statement of Reportable Income of 'reporting funds' can be found on the Website.

***Treatment of Income Received from the Company***

Dividend distributions of the Company made to companies resident in the United Kingdom are generally likely to fall within one of a number of exemptions from United Kingdom corporation tax. In addition, dividend distributions to non-United Kingdom resident companies carrying on a trade in the United Kingdom through a permanent establishment in the United Kingdom should also fall within the exemption from United Kingdom corporation tax on dividends to the extent that the Shares held by that company are used by, or held for, that permanent establishment. In the case of a Class of Shares which comprises an offshore fund that fails the 'non-qualifying investment test', all such corporate investors will be subject to United Kingdom corporation tax as income with respect to returns on their Shares, as set out above.

Subject to their personal circumstances, individual Shareholders resident in the United Kingdom for taxation purposes will be liable to United Kingdom income tax in respect of dividends or other distributions of income made by the Company (irrespective of whether such distributions are distributed to Shareholders or reinvested and accumulated in the particular Fund) and on the undistributed reported income of any Class of Shares which is a reporting fund as described above.

In respect of Classes of Shares which satisfy the 'non-qualifying investment test' at all times during the relevant accounting period, dividend distributions and undistributed reported income of such Class will be treated and taxed in the hands of an individual Shareholder as dividend income.

A United Kingdom resident individual Shareholder will not be subject to income tax on a dividend such individual Shareholder receives if the total amount of dividend income received by the individual in the tax year (including dividends from the Company) does not exceed a dividend allowance of £5,000 (falling to £2,000 in April 2018), which will be taxed at a nil rate (the "**Dividend Allowance**"). To the extent that a United Kingdom resident individual Shareholder's dividend income for the tax year exceeds the Dividend Allowance and, when treated as the top slice of such individual Shareholder's income, falls above such individual Shareholder's personal allowance but below the basic rate limit, such an individual Shareholder will be subject to tax on that dividend income at the dividend basic rate of 7.5%. To the extent that such dividend income falls above the basic rate limit but below the higher rate limit, such an individual Shareholder will be subject to tax on that dividend income at the dividend upper rate of 32.5%. To the extent that such dividend income falls above the higher rate limit, such an individual Shareholder will be subject to tax on that dividend income at the dividend additional rate of 38.1%.

If a Class of Shares does not satisfy the 'non-qualifying investment test' (referred to above) at any time in an

accounting period, distributions and undistributed reported income will be taxed in the hands of an individual Shareholder as interest. United Kingdom resident Shareholders subject to income tax on interest at the basic rate are taxed at a rate of 20% for the tax year 2017/2018. The rate of tax on income, for the tax year 2017/2018 is 40% for higher rate taxpayers and 45% for additional rate taxpayers.

***Transfer Taxes: Stamp Duty Reserve Tax and Stamp Duty***

The Directors intend that the register of Shareholders will be kept and maintained outside of the United Kingdom. As a result, no United Kingdom stamp duty reserve tax or stamp duty will be payable by investors in relation to the acquisition of Shares in the Company. The Company itself may, however, be required to pay stamp duty reserve tax or stamp duty in respect of the acquisition of securities constituting investments of the Company. In particular, stamp duty reserve tax will be payable, generally at a rate of 0.5%, on the acquisition of shares in companies which are incorporated in the United Kingdom or which hold and maintain their share register in the United Kingdom.

***Transfer of Assets Abroad***

The attention of Shareholders who are individuals resident in the United Kingdom for taxation purposes is drawn to the provisions contained in Chapter 2 of Part 13 of Income Tax Act 2007. These provisions are designed to prevent the avoidance of income tax by individuals through the transfer of assets or income to persons (including companies) resident or domiciled outside the UK. These provisions may render an investor liable to taxation in respect of undistributed amounts which would be treated as UK taxable income and profits of the Company (including, if the Company or any Fund therefore were treated as carrying on a financial trade making profit on the disposition of securities and financial profits) on an annual basis. There are, however, provisions which provide exemption from a charge to income tax in the above circumstances provided the individual satisfies the Board of HM Revenue & Customs that (i) tax avoidance was not the purpose or one of the purposes for effecting any of the relevant transactions; or (ii) all of the relevant transactions were genuine commercial transactions and it would not be reasonable to draw the conclusion from all the circumstances, that any of the relevant transactions was more than incidentally designed for tax avoidance.

***Transactions in Securities***

The attention of Shareholders is drawn to the anti-avoidance legislation in Chapter 1, Part 13 of the Income Tax Act 2007 and Part 15 of the Corporation Tax Act 2010 which could apply in respect of any transaction relating to the Shares, including in particular a purchase sale, or exchange of existing Shares or an application or subscription for new

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Shares, if Shareholders are seeking to obtain tax advantages in prescribed conditions. Subject to certain exceptions, these provisions allow HM Revenue & Customs to counteract the tax advantage, for example by charging an amount to income tax that would otherwise be a capital receipt.

### ***Taxation Considerations Arising from Pooling Arrangements***

A review of the tax impact of the pooling arrangements has been undertaken in Ireland. The proposed pooling arrangements are an administrative device designed to reduce operational and other expenses and do not change the legal rights and obligations of the Company's investors. Accordingly, it is not anticipated that any material Irish tax will arise due to the implementation of the pooling arrangements as described in this Prospectus. There may be a risk of taxation impact in other jurisdictions where securities located in those countries are pooled as described in this Prospectus, though any additional taxes arising may not be material.

**Potential 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.**

## Management

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

- Barbara Healy (Irish)

Barbara is a chartered accountant by profession and has over 25 years' experience in the asset management industry. From 2004-2009, Barbara was Global Head of Operations for JPMorgan Hedge Fund Services incorporating the role of Executive Director and Head of Technical Solutions EMEA and Asia. During her tenure assets grew from \$5 billion to \$100 billion, positioning the firm as a top-tier service provider in the hedge fund administration market. Barbara previously ran operations for Tranaut Fund Administration Ltd from 2002 to 2004 which was subsequently acquired by JPMorgan, and before this was Director of Accounting for SEI Investments Europe. Barbara has also worked in fund accounting positions in Banker's Trust and Chase Manhattan. Since 2009 she has been serving as a non-executive director to Irish and Cayman domiciled funds (UCITS and non-UCITS) and management companies. Barbara holds a Bachelor of Commerce Degree (Honours) and a Post-Graduate Diploma in Professional Accounting. She is a member of the Institute of Chartered Accountants in Ireland (FCA) and is also a member of the Institute of Directors in Ireland. Barbara attended the High Performance Boards Corporate Governance Programme at IMD, Lausanne, Switzerland, 2011.

- Lim Siong Kwong (Benjamin) Lam Thuon Mine (Luxembourg)

Benjamin Lam has over 30 years' experience in the financial services industry. Benjamin graduated from the University of Manchester and qualified as a Chartered Accountant in the UK and Luxembourg. He moved to Luxembourg in 1993 and was a senior audit partner for more than 20 years at Deloitte Luxembourg. He was also Deloitte global coleader for their Investment Management audit practice from 2017 to 2019 and led Deloitte Luxembourg Investment Management and financial services group from 2017 to 2019. He served on various CSSF (Luxembourg Financial regulator) committees and was a member of the Luxembourg government group "Haute Comité de la Place Financière", a think tank group to develop the asset management industry in Luxembourg. Benjamin was also a member of the ALFI group and founding member of the Luxembourg private

equity association (LPEA) group. He is a member of the jury and examiner for the Professional Chartered Accountancy qualifications (Institut des Réviseurs d'Entreprises) in Luxembourg.

- Tom Coghlan (Irish)

Mr. Tom Coghlan is a Certified Investment Fund Director with the Institute of Banking and has in-depth knowledge of the investment fund sector along with governance, oversight and control expertise. Mr. Coghlan is Central Bank of Ireland authorised and approved. A Fellow of the Institute of Chartered Accountants in Ireland, Mr. Coghlan qualified from PricewaterhouseCoopers. He was a Director of Citi Global Markets and Head of Pan European Equity Sales in Ireland from 2004 to 2013 with responsibility for a diverse client base, including 'long only' institutions, hedge funds, thematic funds and structured product providers. From 2000 to 2004 he was a Senior Portfolio Manager in the wealth management division of NCB Stockbrokers. Mr. Coghlan holds a Bachelor of Arts from UCD in Pure Economics and became a registered stockbroker of the Irish Stock Exchange in 2000.

- Rebecca Bridger (U.K.)

Ms Bridger is a qualified solicitor (non-practising) who works as the Head of EMEA Funds Management in the EMEA Funds Management Team for State Street Investment Management. In her role, she manages and oversees the day to day product life cycle of State Street Investment Management's European domiciled pooled funds. Prior to joining State Street Investment Management, Ms Bridger worked at Walbrook Capital LLP, a family office, as in-house counsel advising on all matters ranging from governance to negotiation of various commercial contracts. Prior to that, Ms Bridger joined BGI/ Blackrock in the product team with a primary focus on Irish and Cayman fund governance. During her time at BGI, Ms Bridger also worked on the legal and governance aspects of the acquisition of BGI's pooled funds by Blackrock.

Ms Bridger trained and qualified in 2009 as a solicitor with Eversheds LLP. Ms Bridger graduated from the University of Exeter with a law degree and subsequently from the College of Law having successfully completed her Legal Practice Course.

- Eric Linnane (Irish)

Eric Linnane has over 30 years' experience in the

financial services industry and is a Managing Director of the Management Company. Eric holds the position of Head of Investment Operations and Outsourcing at the Management Company.

Before joining State Street Global Advisors Ireland Limited, Eric held a number of positions in the Bank of Ireland Group Treasury and Retail Banking divisions. Eric joined SSIM Ireland in 1997 as an operations specialist and led a number of different teams in the firm's Middle Office and Relationship Management areas before taking up his current role. Eric's roles and responsibilities included leading teams within the Portfolio Construction Team responsible for pre and post trade portfolio compliance, trade order generation, trade allocations, trade settlement, currency management, and in specie / asset transfers across multiple asset classes providing Eric with significant experience in Front, Middle and Back Office Operations. Eric also led teams within the Relationship Management area of State Street Global Advisors Ireland Limited responsible for client relationship management, marketing, business and sales support and performance reporting providing Eric with experience in direct client servicing and relationship management. Eric took up his current role in 2013 which includes the management of the outsourcing framework for the Management Company. Eric holds a Bachelor of Commerce Degree from the University College Dublin and holds the Professional Designation of Certified Investment Fund Director. He is a director of State Street ICAV and previously held director positions on the Boards of State Street Global Advisors Ireland Limited.

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 Depositary; (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 Registrar. The Articles do not stipulate a retirement age for Directors and do not provide for retirement of 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 the Directors' 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.

**The Management Company.** The Company has appointed State Street Global Advisors Europe Limited to be responsible for the day-to-day management of the its affairs subject to the overall supervision of the Directors pursuant to a management agreement dated 1 August 2021 (the "**Management Agreement**"). The Management Company is responsible for the investment management of the assets of the Company, the administration of the Company and the implementation of the Company's and Funds' distribution and marketing policy.

The Management Agreement provides that the appointment of the Management Company will continue in force unless and until terminated by either party upon giving to the other party not less than ninety (90) calendar days' notice, unless both parties shall otherwise agree in writing although in certain circumstances (e.g. the insolvency of the Management Company, unremedied breach after notice, etc.) the Management Agreement may be terminated forthwith by notice in writing by the Company to the Management Company. The Management Agreement contains provisions regarding the Management Company's legal responsibilities. The Management Company is not liable for losses, liabilities, costs or expenses caused to the Company unless resulting from its fraud, negligence, wilful misconduct, wilful default or bad faith.

The Management Company is a private company limited by shares, which was incorporated in Ireland on 4th December 1974 under registration number 49934 and is authorised by the Central Bank of Ireland under the UCITS Regulations as a UCITS management company.

The directors of the Management Company are as follows:

- Nigel Wightman (UK)

Nigel Wightman has over 40 years' experience in the asset management industry. He started his career as a fund manager in 1976 in London before holding management positions for NM Rothschild first in London, managing its international and retail asset management businesses and then in Hong Kong, overseeing its Asia Pacific businesses. He spent 8 years as head of State Street Investment Management in London and joint Managing Director for SSGA in Europe. During his executive career Nigel was a director of a number of investment management companies as well as closed and open-ended investment funds in jurisdictions including Ireland, the UK, Luxembourg,

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Hong Kong and Canada.

Nigel holds a BA and MA in Politics, Philosophy & Economics (1st class honours) and an MPhil in Economics from Oxford University and is an Honorary Fellow of Brasenose College Oxford. In recent years, he has been a non-executive director of a number of fund management and investment management companies and is currently a non-executive director of four such companies of which he is chair of three; he also sits on the investment committees of three charities. Nigel has spent 5 years as a non-executive director at Management Company. Nigel is the chair of the Nominations Committee and the Organisational Effectiveness Director for the Management Company.

- Margaret Cullen (Ireland)

Margaret Cullen is a specialist in the areas of corporate and investment fund governance. She is CEO and Academic Director of the Certified Investment Fund Director Institute (CIFDI), a not for profit specialist institute of the Institute of Banking (IoB), which focuses on raising professional standards in investment fund governance.

She has held senior positions at ABN AMRO International Financial Services Company, the Central Bank of Ireland, JP Morgan Bank Ireland plc and RBC Dexia Investor Services Ireland Limited. Margaret lectures extensively on corporate, bank and investment fund governance for the IoB. She is an assistant professor for the University College Dublin (UCD) Centre of Corporate Governance, lecturing on the Professional Diploma in Corporate Governance in the areas of executive remuneration and behavioural aspects of boards.

Margaret holds a BA in Economics from University College Dublin, an MSc in Investment and Treasury from Dublin City University and a PhD in corporate governance from University College Dublin and also serves as a non-executive director on the boards of two other financial services organisations. Margaret is a non-executive director of the Management Company. Margaret is the chairperson of the Audit Committee for the Management Company.

- Ann Prendergast (Ireland)

Ann Prendergast is executive vice president and head of the Europe, Middle East and Africa (EMEA) region for SSIM. She is a member of the SSIM Operating Group and chairs the EMEA Executive Committee.

Ann is chief executive officer of State Street Global Advisors Europe Ltd, the entity with responsibility for State Street Investment Management's European Union businesses. Previously, she led the sales and marketing team for the Irish market, having joined the organization in 2000.

Prior to joining SSIM, Ann worked for the Bank of Ireland Group in both their fund administration and private banking divisions.

Ann holds a degree in business studies from the University of Limerick, is a member of the Association of Chartered Certified Accountants (ACCA) and is a Certified Investment Fund Director (CIFD).

- Eric Linnane (Ireland)

Eric Linnane has over 30 years' experience in the financial services industry and is a Managing Director of the Management Company. Eric holds the position of Head of Investment Operations and Outsourcing at the Management Company.

Before joining State Street Global Advisors Ireland Limited, Eric held a number of positions in the Bank of Ireland Group Treasury and Retail Banking divisions. Eric joined SSGA Ireland in 1997 as an operations specialist and led a number of different teams in the firm's Middle Office and Relationship Management areas before taking up his current role. Eric's roles and responsibilities included leading teams within the Portfolio Construction Team responsible for pre and post trade portfolio compliance, trade order generation, trade allocations, trade settlement, currency management, and inspecie / asset transfers across multiple asset classes providing Eric with significant experience in Front, Middle and Back Office Operations. Eric also led teams within the Relationship Management area of State Street Global Advisors Ireland Limited responsible for client relationship management, marketing, business and sales support and performance reporting providing Eric with experience in direct client servicing and relationship management. Eric took up his current role in 2013 which includes the management of the outsourcing framework for the Management Company. Eric holds a Bachelor of Commerce Degree from the University College Dublin and holds the Professional Designation of Certified Investment Fund Director. He is a director of State Street ICAV and previously held director positions on the Boards of State Street Global Advisors Ireland Limited.

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- Scott Sanderson (UK)

Scott Sanderson is a Managing Director of State Street Global Advisors Limited and the Chief Financial Officer for SSIM in EMEA, having joined SSIM in 2018. He is responsible for supporting SSIM's EMEA regional business leaders, so that they may execute and deliver on the business objectives set by the SSIM group. He is also responsible for all aspects of the financial governance of the SSIM EMEA entities. Scott has over 22 years' experience in asset management and prior to joining SSIM and has held various senior finance roles, including positions at Columbia Threadneedle Investments and Bank of New York Mellon, and has served as executive and non-executive director on various investment management and fund management companies. Scott holds an honours degree in Accounting and Financial Analysis from Warwick University and is a member of the Institute of Chartered Accountants in England and Wales. Scott serves as a non-executive director on a number of boards, including the Management Company and was previously an executive director on the board of State Street Global Advisors Ireland Limited. Scott is a member of the Management Company's Audit Committee.

- Marie-Anne Heeren (Belgium)

Marie-Anne Heeren is Senior Managing Director, Head of the Institutional client group for Europe, Branch Manager for the Company's Belgian Branch. In this role she leads the effort for Business Development, Relationship Management and Client Service in Europe. She is a member of SSIM's Senior Leadership Team and the European Executive Management Team. Previously, Marie-Anne held the positions of Belgium Branch Manager at SSGAIL and Head of Continental Europe at SSGAIL. Marie-Anne was also a director on the Board of SSGAIL.

Prior to joining SSIM in 2005, Marie-Anne worked at JP Morgan Chase for 5 years, in both London and Brussels. She started with the training program in New York, gaining experience in the Corporate Credit Markets. During her last 2 years at the JP Morgan Brussels office, Marie-Anne held a position in credit sales for Institutional Investors in the Benelux region.

Marie-Anne holds a Law degree from the Catholic University of Leuven, Belgium and Heidelberg University, Germany.

- Patrick Mulvihill (Ireland)

Patrick Mulvihill has over 35 years' experience of international financial services and he has an in-depth knowledge of financial and management reporting, regulatory compliance, operational, risk and credit matters within significant international financial institutions. Throughout his career he has been involved in the development and oversight of major IT infrastructure investment supporting his areas of responsibility.

Mr Mulvihill spent much of his career at Goldman Sachs holding a number of senior management roles based in London and New York. He retired in 2006 as Managing Director: Global Head of Operations, based in London, covering all aspects of Capital Markets Operations, Asset Management Operations and Payment Operations. Prior to this he was Managing Director: Co- Controller based in New York and responsible for all aspects of Accounting and Regulatory reporting.

Mr Mulvihill holds a Bachelor of Commerce Degree from University College Cork and is a Fellow of Chartered Accountants Ireland. In more recent years he has been a non-executive director of a number of financial services companies in Ireland covering Banking, Brokerage and Fund Management and Administration and has been the chair of Audit and Risk Committees.

**Investment Manager.** State Street Global Advisors Europe Limited also 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 the Management Agreement. The Investment Manager provides an investment management programme for each Fund and manages the investment of the Funds' assets. The Investment Manager and other affiliates of State Street Corporation, including SSIM (defined below) make up the asset management business of State Street Corporation.

The Investment Manager provides investment management services to the Funds and has established a Polish branch through which it may also provide these services.

The Investment Manager is authorised by the Central Bank and its investment management business includes but is not limited to management of other Irish authorised collective investment schemes.

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. A Sub-Investment Manager may further

delegate its powers to another Sub-Investment Manager. Any such appointments will be subject to prior approval of the Board and 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 either in the Fund's Relevant Supplement or in the periodic reports of the Company. Fees payable to any Sub-Investment Manager appointed by the Investment Manager or Sub-Investment Manager shall be paid by the Management Company out of the TER.

The terms of the Management Agreement are described further in "**The Management Company**".

**Administrator and Registrar.** The Administrator has been appointed pursuant to an administration agreement dated 7 March 2011 as amended on 30 September 2014 and 11 November 2016 and as amended by a novation and amendment agreement effective as of 1 August 2021, as may be further amended from time to time (the "**Administration Agreement**") to provide administration services to the Management Company in respect of the Company. The Administrator has also been appointed by the Management Company to act as the registrar in relation to the Shares in the Funds pursuant to the Administration Agreement.

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 Administration 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, or wilful default in the performance of its duties and obligations.

The Administrator shall establish, maintain and update on a timely basis the register of Shareholders of the Funds, which shall remain the property of the Company and hold the same open for inspection by persons entitled to inspect the register. The Administrator shall keep or cause to be kept at

its premises in Ireland the register of Shareholders of the Funds and all other books and records to give a complete record of all activities carried out by it in relation to the Shares of the Funds and such other books, records and statements as may be required by law.

**The Depositary.** The Company has appointed State Street Custodial Services (Ireland) Limited to act as Depositary of all of the Company's assets, pursuant to an agreement between the Company and the Depositary dated 11 October 2016, as may be further amended from time to time (the "**Depositary Agreement**"). The Depositary is regulated by the Central Bank. The Depositary is a private limited company incorporated in Ireland on 22nd May 1991.

The Depositary has been entrusted with following main functions:

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

### Depositary's liability

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

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

The Depositary shall not be liable if it can prove that the loss of a financial instrument held in custody has arisen as a result of an external event beyond its reasonable control, the

consequences of which would have been unavoidable despite all reasonable efforts to the contrary pursuant to the UCITS Directive.

In case of a loss of financial instruments held in custody, the Shareholders may invoke the liability of the Depositary directly or indirectly through the Company provided that this does not lead to a duplication of redress or to unequal treatment of the Shareholders. The Depositary will be liable to the Company for all other losses suffered by the Company as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations pursuant to the UCITS Directive.

To the extent permitted by applicable law the Depositary may not be liable for consequential or indirect or special damages or losses, arising out of or in connection with the performance or non-performance by the Depositary of its duties and obligations.

### Delegation

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

Information about the safe-keeping functions which have been delegated and the identification of the relevant delegates and sub-delegates are contained in Schedule III to the Prospectus.

### Conflicts of Interest

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

Such activities may include:

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

In connection with the above activities the Depositary or its

affiliates:

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

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

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

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

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

**Paying Agent.** Local laws/regulations in certain countries may require (i) the Management Company to appoint facilities agents / paying agents / representatives / distributors / correspondent banks (any such appointee is hereafter referred to as a "Paying Agent" and provided

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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) the subscription monies for investment in a Fund held by the Paying Agent prior to the transmission of such monies to the Administrator for the account of the relevant Fund, and (b) the 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, which will be at normal commercial rates and will be borne by the Fund in respect of which a Paying Agent has been appointed. All Shareholders of the relevant Fund on whose behalf a Paying Agent is appointed may use the services provided by Paying Agents appointed by the Management Company on behalf of the Company.

**Global Distributor.** State Street Global Advisors Europe Limited has also been appointed to act as the global distributor of the Company and to promote and market the Shares pursuant to the Management Agreement.

The terms of the Management Agreement are described further in “**The Management Company**”.

**Sub-Investment Manager.** The Investment Manager and/or Sub-Investment Managers have appointed the following discretionary sub-investment managers in respect of certain Funds, as indicated in the Relevant Supplement including, without limitation:

- i. State Street Global Advisors Trust Company, (appointed pursuant to a Sub-Investment Management Agreement dated 1 August 2021, as amended from time to time.
- ii. State Street Global Advisors Limited (appointed pursuant to a Sub-Investment Management Agreement dated 1 August 2021).
- iii. State Street Global Advisors Singapore Limited (appointed pursuant to a Sub-Investment Management Agreement dated 1 August 2021).

Under each Sub-Investment Management Agreement, neither the Sub-Investment Manager nor any of its directors, officers, employees or agents is liable for any loss or damage arising directly or indirectly out of or in connection with the performance by the Sub-Investment Manager of its obligations and duties unless such loss or damage arises out of or in connection with the negligence, wilful default, bad faith, wilful misconduct or fraud of the Sub-Investment Manager in the performance of its duties, and in no

circumstances shall the Sub-Investment Manager be liable for special, indirect, incidental, consequential or punitive damages of any kind whatsoever arising out of the performance of its duties.

Each Sub-Investment Management Agreement shall continue in force until terminated by either the Investment Manager or the Sub-Investment Manager at any time upon ninety (90) days' prior notice in writing to the other party or until otherwise terminated by the Investment Manager in accordance with the terms of the relevant Sub-Investment Management Agreement.

**Company Secretary.** The company secretary of the Company is Matsack Trust Limited.

**Auditors.** Ernst & Young serve as auditors to the Company.

**Legal Counsel.** Matheson serve as legal counsel to the Company.

**PRC Sub-Custodian and PRC interbank bond trade and settlement agent.** The HSBC Bank (China) Company Limited has been appointed as sub-custodian and the interbank bond trade and settlement agent for the relevant Funds for the purposes of investments made through the CIBM Direct Access Programme(s) and/or the QFIs.

## Where to Learn More About the Funds

Copies of the following documents may be inspected at the registered offices of the Investment Manager as set out in the Directory during normal business hours on any Dealing Day or online at [www.ssga.com](http://www.ssga.com):

- a) the Articles; and
- b) the UCITS Regulations and the Central Bank UCITS Regulations issued pursuant thereto.

In addition, the Articles and any yearly or half-yearly reports may be obtained from the Administrator free of charge or may be inspected at the registered office of the Administrator 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.

Details of each Fund's portfolio and the indicative net asset value per share for each Fund are available on the Website.

SHAREHOLDER INFORMATION: Telephone: +44 (0)203

395 6888, Website: [www.ssga.com](http://www.ssga.com)

Shareholder inquiries may be directed to the Funds by calling the Shareholder Information number listed above. Email: [spdrseurope@SSGA.com](mailto:spdrseurope@SSGA.com).

**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 each Fund's 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

|                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Access Programme(s)</b>                         | existing or future “access” products or programmes such as QFI, Stock Connect, the CIBM Direct Access Programme(s), Bond Connect, or any other investment programme through which a Fund may access PRC Investments;                                                                                                                                                                                                                                 |
| <b>Administrator</b>                               | 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;                                                                                                                                                                                                                  |
| <b>Articles</b>                                    | the memorandum and articles of association of the Company for the time being in force and as may be modified from time to time;                                                                                                                                                                                                                                                                                                                      |
| <b>Auditors</b>                                    | means Ernst & Young or such other firm as may from time to time be appointed as auditors to the Company;                                                                                                                                                                                                                                                                                                                                             |
| <b>Authorised Participant</b>                      | with respect to ETF Shares, a market maker or a broker-dealer entity, which has entered into a participating dealer agreement for the purposes of directly subscribing and/or redeeming ETF Shares in a Fund with the Company (i.e. primary market);                                                                                                                                                                                                 |
| <b>Authorised Participant Operating Guidelines</b> | the operating guidelines with respect to ETF Shares for Authorised Participants setting out details for the procedures for directly subscribing and/or redeeming ETF Shares in a Fund with the Company (i.e. primary market) and which is available to Authorised Participants only from the Investment Manager;                                                                                                                                     |
| <b>Base Currency</b>                               | the currency in which the Net Asset Value of each Fund is calculated or in which any Class of Shares is denominated;                                                                                                                                                                                                                                                                                                                                 |
| <b>Bond Connect Authorities</b>                    | refers to the exchanges, trading systems, settlement systems, governmental, regulatory or tax bodies which provide services and/or regulate Bond Connect and activities relating to Bond Connect, including, without limitation, PBOC, the HKMA, the Hong Kong Exchanges and Clearing Limited, CFETS, the CMU, CCDC and SHCH and any other regulator, agency or authority with jurisdiction, authority or responsibility in respect of Bond Connect; |
| <b>Bond Connect Securities</b>                     | means any bonds tradable in the PRC through Bond Connect;                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Business Day</b>                                | a day on which markets in the United Kingdom are open and/or such other day or days as the Directors may determine and notify in advance to Shareholders;                                                                                                                                                                                                                                                                                            |
| <b>CCASS</b>                                       | The PRC’s Central Clearing and Settlement System;                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>CCDC</b>                                        | China Central Depository & Clearing Co., Ltd;                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Central Bank</b>                                | the Central Bank of Ireland or any division thereof or any successor entity;                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Central Bank UCITS Regulations</b>              | the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2019, as may be amended from time to time, and any rules or guidance issued from time to time by the Central Bank;                                                                                                                                                                           |
| <b>CFETS</b>                                       | China Foreign Exchange Trading System (also known as the National                                                                                                                                                                                                                                                                                                                                                                                    |

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                        | Interbank Funding Centre);                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>China A Shares</b>                  | Shares of companies incorporated in PRC and traded on the Shanghai or Shenzhen stock exchanged which are quoted in RMB;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>China Connect Securities</b>        | any securities and/or ETFs listed and traded on the SSE or SZSE which may be traded by Hong Kong and international investors under Stock Connect;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>CIBM</b>                            | means the China inter bank bond market;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>CIBM Direct Access Programme(s)</b> | direct Access Programme(s) under the People's Bank of China Announcement [2016] No.3. facilitating direct access to the China interbank bond market;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Class</b>                           | 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;                                                                                                                                                                                                                                    |
| <b>CMU</b>                             | Central Moneymarkets Unit of the HKMA;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>CNH</b>                             | RMB which is traded within the PRC's offshore market;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>CNY</b>                             | RMB which is traded within the PRC's onshore market;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Company</b>                         | SSGA SPDR ETFs Europe I plc;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>CSDCC</b>                           | China Securities Depository and Clearing Corporation Limited;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>CSRC</b>                            | China Securities Regulatory Commission;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Daily Quota</b>                     | The daily quota to which each of SHHK and SZHK is subject;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Data Protection Legislation</b>     | (i) the Data Protection Acts 1988 and 2003 or any other legislation or regulations implementing Directive 95/46/EC, (ii) the European Communities (Electronic Communications Networks and Services) (Privacy and Electronic Communications) Regulations 2011, (iii) the General Data Protection Regulation (Regulation (EU) 2016/679 of the European Parliament and the Council of 27 April 2016) and any consequential national data protection legislation and (iv) any guidance and/or codes of practice issued by the Irish Data Protection Commissioner or other relevant supervisory authority, including without limitation the European Data Protection Board; |
| <b>Dealing Day</b>                     | Unless specified otherwise in the Relevant Supplement for any Fund, every Business Day (excluding, for each Fund, any day on which a market on which securities included in the relevant Index are listed or traded is closed and/or the day preceding any such day provided that a list of such closed market days will be published for each Fund on the Website) and/or such other day or days as the Directors may determine and notify to the Administrator and to Shareholders in advance, provided there shall be at least one Dealing Day per fortnight;                                                                                                       |
| <b>Delegated Regulation</b>            | The Commission Delegated Regulation (EU) 2016/438 of 17 December 2015 supplementing Directive 2009/65/EC of the European Parliament and of the Council with regard to obligations of depositaries;                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Depositary</b>                      | 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;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Directors</b>              | the directors of the Company for the time being and any duly constituted committee thereof;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Duties and Charges</b>     | all stamp duties and other duties, taxes, governmental charges, imposts, levies, exchange costs and commissions (including foreign exchange spreads), depositary 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 derivative contract 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; |
| <b>EEA</b>                    | European Economic Area;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Embedded Costs</b>         | any costs indirectly incurred by each Fund as a result of its investment in underlying funds in which the Fund invests (which may be payable to the Investment Manager or an affiliate at normal commercial rates). If a Fund invests in the units of other underlying funds that are managed, directly or by delegation, by a company with which the Investment Manager or an affiliate is linked by common management or control, or by a substantial direct or indirect holding, the Investment Manager or affiliate shall not charge subscription or redemption fees on account of the Fund's investment in the units of such other underlying funds;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>ESG Screen</b>             | a screen implemented by an Index provider and / or the Investment Manager which aims to identify and exclude certain potential constituents for violations of certain environmental, social and / or governance criteria;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>ETF Shares</b>             | a Share or Shares of an exchange traded 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;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>EU</b>                     | European Union;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>€ or Euro</b>              | the single currency of participating member states of the European Monetary Union introduced on 1 January 1999;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>FATCA</b>                  | means the provisions commonly known as the Foreign Accounts Tax Compliance Act in the enactment of the United States of America known as Hiring Incentives to Restore Employment Act 2010;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Fixed Portfolio Basket</b> | 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);                                                                                                                               |
| <b>Fund</b>                        | a portfolio of assets established by the Directors (with the prior approval of the Depositary 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;                                                                                                                                                                           |
| <b>Global Supplement</b>           | the supplement entitled the “Global Supplement” which is issued with the Prospectus and which lists the current Funds of the Company;                                                                                                                                                                                                                                                                                                                                    |
| <b>HKEx</b>                        | Hong Kong Exchanges and Clearing Limited;                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>HKMA</b>                        | Hong Kong Monetary Authority;                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>HKSCC</b>                       | Hong Kong Securities Clearing Company Limited;                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Index</b>                       | 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;                                                                                                                                                                                                                                                                                     |
| <b>Index Provider</b>              | 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;                                                                                                                                                                                                                                                                            |
| <b>Index Securities</b>            | the securities that constitute each Index;                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Investment Manager</b>          | State Street Global Advisors Europe Limited 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. For the avoidance of doubt, the term “Investment Manager” shall include, where the context permits, any sub-investment manager appointed from time to time by the Investment Manager pursuant to its authority under the Management Agreement; |
| <b>Listing Stock Exchange</b>      | such selected exchanges as the Directors may determine from time to time in respect of each Fund and which are specified on the Website;                                                                                                                                                                                                                                                                                                                                 |
| <b>Management Company</b>          | State Street Global Advisors Europe Limited or such other company as may from time to time be appointed to provide management company services to the Fund in accordance with the requirements of the Central Bank;                                                                                                                                                                                                                                                      |
| <b>Member State</b>                | a member state of the European Union;                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Minimum Redemption Amount</b>   | the minimum amount that may be redeemed from any Fund or any Dealing Day, as determined by the Directors or by duly authorized delegates in respect of each Fund and specified in the Relevant Supplement or the Authorised Participant Operating Guidelines, which may be expressed as a monetary amount or as a number of Shares;                                                                                                                                      |
| <b>Minimum Subscription Amount</b> | the minimum amount to be subscribed for Shares on any Dealing Day, as determined by the Directors or by duly authorized delegates in respect of each Fund and specified in the Relevant Supplement or the Authorised Participant Operating Guidelines, which may be expressed as a monetary amount or as a number of Shares;                                                                                                                                             |
| <b>Money Market Fund</b>           | A collective investment scheme that qualifies as a money market fund                                                                                                                                                                                                                                                                                                                                                                                                     |

|                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                    | under the Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds;                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Negotiated Portfolio Basket</b> | a basket of securities agreed between the investor and the Investment Manager 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; |
| <b>Net Asset Value</b>             | the net asset value of a Fund calculated as described in the <b>"Determination of Net Asset Value"</b> section of this Prospectus;                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Net Asset Value per Share</b>   | 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 <b>"Determination of Net Asset Value"</b> section of this Prospectus;                                                                                                                                                                                                                                                                                                                                                           |
| <b>Non-ETF Shares</b>              | a Share or Shares in the capital of the Company (other than the ETF Shares or the Subscriber Shares) entitling the holders to participate in the profits of the Company attributable to the relevant Fund as described in this Prospectus;                                                                                                                                                                                                                                                                                                                           |
| <b>OECD</b>                        | the Organisation for Economic Co-Operation and Development;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>PBoC</b>                        | the People's Bank of China;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>PRC</b>                         | the People's Republic of China (except, where the context requires, and for the purposes of this Prospectus and its related documents, references to PRC or "China" do not include Hong Kong, Macau and Taiwan);                                                                                                                                                                                                                                                                                                                                                     |
| <b>PRC Investments</b>             | investments that create exposure to (i) issuers from the PRC, or other issuers associated with the greater China region, such as Hong Kong, Macau or Taiwan and/or (ii) issuers which may be listed or traded on recognised or over-the-counter markets located both inside and outside of the greater China region, such as the United Kingdom, Singapore, Japan or the United States;                                                                                                                                                                              |
| <b>PRC Listco</b>                  | a PRC incorporated company which is listed on a stock exchange in mainland China;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>PRC Sub-Custodian</b>           | HSBC Bank (China) Company Limited or any other entity appointed to act as sub-custodian and the interbank bond trade and settlement agent for the relevant Funds for the purposes of the investments made through the CIBM Direct Access Programme(s) and/or the QFI;                                                                                                                                                                                                                                                                                                |
| <b>Privacy Statement</b>           | the privacy statement adopted by the Company as amended from time to time. The current version will be appended to the application form and available via the Website;                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Prospectus</b>                  | 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;                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>QFI</b>                         | Qualified Foreign Investor under the investment regulations;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Recognised Market</b>           | 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;                                                                                                                                                                                                                                                                                                                |

|                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Recognised Rating Agency</b>                      | Standard & Poor's Rating Group (" <b>S&amp;P</b> "), Moody's Investors Services (" <b>Moody's</b> "), Fitch IBCA or an equivalent rating agency;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Registrar</b>                                     | the Administrator, or such other company(ies) as may from time to time be appointed to provide registration services to the Company in accordance with the requirements of the Central Bank;                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Relevant Institution</b>                          | (a) a credit institution authorised in the EEA (European Union Member States, Norway, Iceland or 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, the United Kingdom or the United States); or (c) a credit institution authorised in a third country deemed equivalent pursuant to Article 107(4) of Regulation (EU) 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) 648/2012; |
| <b>Relevant Supplement</b>                           | a document containing information relating to each Fund;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>RMB</b>                                           | means Renminbi, the official currency of the PBoC;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>RMP Statement</b>                                 | any risk management process statement adopted by the Management Company with respect to the Company, from time to time, in accordance with the requirements of the Central Bank;                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>SAFE</b>                                          | the PRC's State Administration of Foreign Exchange;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Saudi Corporate Governance Regulations or CGR</b> | Corporate Governance Regulations issued by the Board of the Capital Market Authority pursuant to Resolution Number 8-16-2017 dated 16/05/1438 Hijri corresponding to 13/02/2017 Gregorian (as amended) based on the Capital Market Law issued by Royal Decree No. M/30 dated 02/06/1424 Hijri.                                                                                                                                                                                                                                                                                                                                                                |
| <b>Saudi FIS Rules</b>                               | Rules for Foreign Investment in Securities issued by the Board of Capital Market Authority of the Kingdom of Saudi Arabia pursuant to its Resolution Number (2-26-2023) on 5/09/1444 Hijri corresponding to 27/03/2023 Gregorian based on the Capital Market Law issued by Royal Decree No. M/30 dated 02/06/1424 Hijri.                                                                                                                                                                                                                                                                                                                                      |
| <b>Saudi Investment Accounts Instructions</b>        | Investment Accounts Instructions issued by the Board of the Capital Market Authority pursuant to its Resolution Number 4-39-2016 dated 26/06/1437 Hijri corresponding to 03/04/2016 Gregorian based on the Capital Market Law issued by Royal Decree No. M/30 dated 02/06/1424 Hijri.                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Saudi Qualified Foreign Investor or Saudi QFI</b> | pursuant to the Saudi FIS Rules, the relevant Funds which meet the qualification criteria prescribed in the Saudi FIS Rules and which have directly invested in to listed shares on the Saudi Stock Exchange and which have opened investment accounts as Saudi QFIs in accordance with the Saudi Investment Accounts Instructions.                                                                                                                                                                                                                                                                                                                           |
| <b>SC Securities</b>                                 | China Connect Securities invested through Stock Connect (as defined below);                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SEHK</b>                                          | the Stock Exchange of Hong Kong Limited;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>SFDR Fund Classification</b>                      | Article 8 SFDR - means a financial product that promotes, among other characteristics, environmental or social characteristics, or a combination of those characteristics;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

|                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                           | Article 9 SFDR – means a financial product that has sustainable investment as its objective;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>SFO</b>                                                | the PRC’s Securities and Futures Ordinance;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Share or Shares</b>                                    | a Share or Shares (including, both ETF Shares and Non-ETF 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;                                                                                                                                                                                                                                                                                                                                                   |
| <b>Shareholder</b>                                        | a person registered in the register of members of the Company as a holder of Shares;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>SHCH</b>                                               | Shanghai Clearing House;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SHHK</b>                                               | Shanghai-Hong Kong Stock Connect;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>SPSA</b>                                               | special segregated account in the CCASS to maintain holdings in SC Securities;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>SSE</b>                                                | Shanghai Stock Exchange;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SSIM</b>                                               | State Street Investment Management, the investment management division of State Street Corporation;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Stock Connect</b>                                      | Shanghai-Hong Kong Stock Connect and/or Shenzhen-Hong Kong Stock Connect;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Substantial Shareholder</b>                            | a shareholder holding 5% or more of the total issued shares, aggregating its positions with other group companies of a PRC Listco;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Sub-Investment Manager</b>                             | means any entity appointed as sub-investment manager in relation to a Fund and as specified in the Relevant Supplement or in the periodic reports of the Company including, without limitation, State Street Global Advisors Trust Company, State Street Global Advisors Limited and State Street Global Advisors Singapore Limited, each of which will have full power and discretionary authority on behalf and for the account of the Company to manage and invest the cash and other assets of the relevant Fund or a portion of the cash and other assets of the relevant Fund as the parties may agree in writing from time to time; |
| <b>Subscriber Shares</b>                                  | the two (2) subscriber shares of no par value issued for €1.00 each which are held by the Investment Manager and/or its nominees;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Sustainable Finance Disclosure Regulation (“SFDR”)</b> | means Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector;                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Sustainability Risk</b>                                | means an environmental, social or governance event or condition, that, if it occurs, could cause an actual or potential material negative impact on the value of the investment;                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>SZSE</b>                                               | Shenzhen Stock Exchange;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>SZHK</b>                                               | Shenzhen-Hong Kong Stock Connect;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Tadawul</b>                                            | Saudi Stock Exchange                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Taxonomy Regulation</b>                                | means Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088, as may be amended from time to time;                                                                                                                                                                                                                                                                                                                                                                                        |

|                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>UCITS</b>                 | an undertaking for collective investment in transferable securities within the meaning of the UCITS Regulations;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>UCITS Directive</b>       | means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended by Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 as regards depositary functions, remunerations policies and sanctions, including its mandatory implementing regulations;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>UCITS Regulations</b>     | 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;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Underlying Fund</b>       | a collective investment undertaking or a sub-fund of an umbrella collective investment undertaking which is authorised in the European Union under the UCITS Directive or a non-UCITS which is eligible for investment by the portfolio in accordance with the requirements of the Central Bank. Such eligible non-UCITS will be, as provided in Central Bank UCITS Regulations issued by the Central Bank, (i) schemes established in Guernsey and authorised as Class A Schemes; (ii) schemes established in Jersey as Recognised Funds; (iii) schemes established in the Isle of Man as Authorised Schemes; (iv) regulated non-UCITS retail CIS authorised by the Central Bank provided such CIS comply in all material respects with the provisions of the Central Bank UCITS Regulations; and (v) regulated non-UCITS CIS authorised in a Member State of the EEA, the United Kingdom, the US, Jersey, Guernsey or the Isle of Man and which comply, in all material respects, with the provisions of the Central Bank UCITS Regulations. The consideration of “all material respects” will include, inter alia, consideration of the following: (a) the existence of an independent trustee/custodian with similar duties and responsibilities in relation to both safekeeping and supervision; (b) requirements for the spreading of investment risk including concentration limits, ownership restrictions, leverage and borrowing restrictions, etc.; (c) availability of pricing information and reporting requirements; (d) redemption facilities and frequency; and (e) restrictions in relation to dealings by related parties; |
| <b>U.S. or United States</b> | means the United States of America, its territories and possessions including the States and the District of Columbia;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>U.S. Person</b>           | means a “ <b>U.S. Person</b> ” as defined under Regulation S of the Securities Act of 1933, as amended;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Valuation Point</b>       | means the time specified for each Fund in the Relevant Supplement or such other time as the Management Company may determine from time to time and notify to Shareholders.<br><br>For the avoidance of doubt, the time at which the Net Asset Value is determined will always be after the relevant dealing deadline;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Website</b>               | www.ssga.com, on which the Net Asset Value per Share, the portfolio holdings 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

- (i) **Any stock exchange or market in any EU Member State (excluding Malta) or in any of the following member countries of the OECD:**

Australia, Canada, Iceland, Japan, New Zealand, Norway, Switzerland, United Kingdom and the United States of America.

- (ii) **Any of the following exchanges or markets:**

|            |                                             |
|------------|---------------------------------------------|
| Argentina  | Bolsa de Comercio de Buenos Aires           |
|            | Cordoba Stock Exchange                      |
|            | La Plata Stock Exchange                     |
|            | Mercado Argentino de Valores S.A.           |
|            | Mercado Abierto Electronico S.A.            |
| Bangladesh | Mercado A Termino de Buenos Aires S.A.      |
|            | Chittagong Stock Exchange                   |
|            | Dhaka Stock Exchange                        |
| Bahrain    | Bahrain Bourse                              |
| Brazil     | BM&F Bovespa S.A. (B3 S.A.)                 |
| Chile      | Santiago Stock Exchange                     |
|            | La Bolsa Electronica de Chile               |
| China      | Shanghai Stock Exchange                     |
|            | Shenzhen Stock Exchange                     |
| Colombia   | China inter bank bond market                |
|            | Bolsa de Valores de Colombia                |
| Egypt      | Egyptian Exchange                           |
| Hong Kong  | Stock Exchange of Hong Kong                 |
|            | Hong Kong Exchanges and Clearing Ltd.       |
| India      | National Stock Exchange of India Limited    |
|            | Bombay Stock Exchange                       |
|            | MCX Stock Exchange (MCX-SX)                 |
|            | MCX Stock Exchange (MCX-SX)                 |
|            | Multi Commodity Exchange (MCX)              |
|            | National Commodity and Derivatives Exchange |

## SSGA SPDR ETFs Europe I Plc

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|              |                                        |
|--------------|----------------------------------------|
| Indonesia    | Indonesia Stock Exchange               |
| Israel       | Tel Aviv Stock Exchange                |
| Jordan       | Amman Stock Exchange                   |
| Kazakhstan   | Central Asian Stock Exchange           |
|              | Kazakhstan Stock Exchange              |
| Kenya        | Nairobi Stock Exchange                 |
| Korea        | Korea Exchange                         |
| Kuwait       | Kuwait Stock Exchange                  |
| Malaysia     | Bursa Malaysia Berhad                  |
| Mauritius    | Stock Exchange of Mauritius            |
| Mexico       | Mexico Stock Exchange                  |
| Morocco      | Casablanca Stock Exchange              |
| Nigeria      | Nigeria Stock Exchange                 |
| Oman         | Muscat Stock Exchange                  |
| Pakistan     | Pakistan Stock Exchange Limited        |
|              | Pakistan Mercantile Exchange           |
| Peru         | Lima Stock Exchange                    |
| Philippines  | Philippines Stock Exchange             |
| Qatar        | Qatar Exchange                         |
| Saudi Arabia | Saudi Stock Exchange/Tadawul           |
|              | Serbia Belgrade Stock Exchange         |
| Singapore    | Singapore Exchange Limited             |
| South Africa | JSE Limited                            |
|              | South African Futures Exchange         |
| Taiwan       | Taiwan Stock Exchange Corporation      |
|              | Gretai Securities Market               |
| Thailand     | Stock Exchange of Thailand             |
|              | Bond Electronic Exchange               |
| Tunisia      | Bourse des Valeurs Mobilières de Tunis |

|             |                                                                                     |
|-------------|-------------------------------------------------------------------------------------|
| Turkey      | Borsa Istanbul                                                                      |
| Ukraine     | PFTS Ukraine Stock Exchange                                                         |
| United Arab | Abu Dhabi Stock Exchange Emirates<br>Dubai Financial Market<br>NASDAQ Dubai Limited |
| Vietnam     | Ho Chi Minh Stock Exchange Hanoi Stock Exchange                                     |

iii)

**The following markets:**

- the market organised by the International Capital Markets Association;
- the UK market (i) conducted by banks and other institutions regulated by the Financial Conduct Authority (FCA) and subject to the Inter-Professional Conduct provisions of the FCA's Market Conduct Sourcebook and (ii) in non-investment products which are subject to the guidance contained in the **"Non-Investment Product Code"** drawn up by the participants in the London market, including the FCA 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 markets in the United Kingdom regulated and operated by the London Stock Exchange;
- the Hong Kong Growth Enterprise Market (**"GEM"**);
- the Stock Exchange of Singapore Dealing and Automated Quotation (SESDAQ)
- the Korean Securities Dealers Automated Quotation (**"KOSDAQ"**)
- the French Market for Titres de Créances Négociables (over the counter market in negotiable debt instruments)
- the over the counter market in Canadian Government Bonds, regulated by the Investment Dealers Association of Canada
- EASDAQ (European Association of Securities Dealers Automated Quotation)

**(iv) In relation to Financial Derivative Instruments (FDI) the following markets:**

**Americas:**

Nasdaq, Chicago Mercantile Exchange (CME) (owned by the CME Group), Chicago Board of Trade (CBOT) (owned by the CME Group), Chicago Board Options Exchange, ICE Futures U.S. (ICE), Montreal Exchange (MX), Mexican Derivatives Exchange (MexDer), ROFEX (Rosario Futures Exchange), BM&F Bovespa

**Asia:**

China Financial Futures Exchange (CFFEX), China Interbank Bond Market (CIBM) Hong Kong Futures Exchange (HKFE) — part of Hong Kong Exchanges and Clearing (HKEx), Bombay Stock Exchange (BSE), Metropolitan Stock Exchange of India Ltd., National Stock Exchange of India (NSE), Bursa Malaysia Derivatives Berhad, Tokyo Financial Exchange (TFX), Tokyo Stock Exchange, Taiwan Futures Exchange (TAIFEX), Thailand Futures Exchange (TFEX), Singapore Exchange (SGX), Osaka Securities Exchange (OSE), Korea Exchange (KRX) Pakistan Stock Exchange, Eurex Asia

**Australasia:**

**ASX, NZX Derivatives Europe:**

Athens Derivative Exchange, IDEM, Borsa Istanbul, Budapest Stock Exchange (BSE), Eurex Deutschland, Eurex Zurich, Euronext Derivatives Amsterdam, Euronext Derivatives Brussels, Euronext Derivatives Paris, Euronext Derivatives Lisbon, ICE Futures Europe, MEFF Exchange, Moscow Exchange, Nasdaq Copenhagen, Nasdaq Stockholm, Nasdaq Oslo, Nasdaq Helsinki, Ukrainian Exchange (UX), Oslo Bors, Warsaw Stock Exchange, London Stock Exchange — Derivatives Market, Euronext EQF

**Africa/Middle East:**

Johannesburg Stock Exchange (“JSE”) — Equity Derivatives Market, Dubai Gold & Commodities Exchange, NASDAQ Dubai

## Schedule III – Sub-Custodians

The Depositary has appointed local sub-custodians within the State Street Global Custody Network as listed below, as at the date of this Prospectus. The latest version of this list can be consulted on the Website.

| Market                                      | Sub custodian                                                                                                   |
|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
| <b>Albania</b>                              | Raiffeisen Bank sh.a.                                                                                           |
| <b>Argentina</b>                            | Citibank, N.A.                                                                                                  |
| <b>Australia</b>                            | The Hongkong and Shanghai Banking Corporation Limited                                                           |
| <b>Austria</b>                              | UniCredit Bank Austria AG                                                                                       |
| <b>Bahrain</b>                              | First Abu Dhabi Bank P.J.S.C.                                                                                   |
| <b>Bangladesh</b>                           | Standard Chartered Bank                                                                                         |
| <b>Belgium</b>                              | Deutsche Bank AG, Netherlands<br>(operating through its Amsterdam branch with support from its Brussels branch) |
| <b>Benin</b>                                | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                                            |
| <b>Bermuda</b>                              | HSBC Bank Bermuda Limited                                                                                       |
| <b>Federation of Bosnia and Herzegovina</b> | UniCredit Bank d.d.                                                                                             |
| <b>Botswana</b>                             | Standard Chartered Bank Botswana Limited                                                                        |
| <b>Brazil</b>                               | Citibank, N.A.                                                                                                  |
| <b>Bulgaria</b>                             | Citibank Europe plc, Bulgaria Branch                                                                            |
| <b>Burkina Faso</b>                         | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                                            |
| <b>Canada</b>                               | State Street Trust Company Canada                                                                               |
| <b>Chile</b>                                | Banco de Chile                                                                                                  |
| <b>People's Republic of China</b>           | HSBC Bank (China) Company Limited<br>China Construction Bank Corporation                                        |
| <b>China Connect</b>                        | Standard Chartered Bank (Hong Kong) Limited                                                                     |
| <b>Colombia</b>                             | Cititrust Colombia S.A. Sociedad Fiduciaria                                                                     |
| <b>Costa Rica</b>                           | Banco BCT S.A.                                                                                                  |
| <b>Croatia</b>                              | Privredna Banka Zagreb d.d.<br>Zagrebacka Banka d.d.                                                            |
| <b>Cyprus</b>                               | BNP Paribas S.A., Greece<br>(operating through its Athens branch)                                               |
| <b>Czech Republic</b>                       | UniCredit Bank Czech Republic and Slovakia, a.s.                                                                |
| <b>Denmark</b>                              | Skandinaviska Enskilda Banken AB (publ), Sweden                                                                 |
| <b>Egypt</b>                                | First Abu Dhabi Bank Misr<br>(as delegate of First Abu Dhabi Bank P.J.S.C.)                                     |
| <b>Estonia</b>                              | AS SEB Pank                                                                                                     |
| <b>Finland</b>                              | Skandinaviska Enskilda Banken AB (publ), Sweden                                                                 |

| <b>Market</b>              | <b>Sub custodian</b>                                                                                                                                                                                                                                                                  |
|----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                            | (operating through its Helsinki branch)                                                                                                                                                                                                                                               |
| <b>France</b>              | Deutsche Bank AG, Netherlands<br>(operating through its Amsterdam branch with support from its Paris branch)                                                                                                                                                                          |
| <b>Republic of Georgia</b> | JSC Bank of Georgia                                                                                                                                                                                                                                                                   |
| <b>Germany</b>             | State Street Bank International GmbH<br>Deutsche Bank AG                                                                                                                                                                                                                              |
| <b>Ghana</b>               | Standard Chartered Bank Ghana Plc                                                                                                                                                                                                                                                     |
| <b>Greece</b>              | BNP Paribas S.A.                                                                                                                                                                                                                                                                      |
| <b>Guinea-Bissau</b>       | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                                                                                                                                                                                                                  |
| <b>Hong Kong</b>           | The Hongkong and Shanghai Banking Corporation Limited                                                                                                                                                                                                                                 |
| <b>Hungary</b>             | Citibank Europe plc Magyarországi Fióktelepe<br>UniCredit Bank Hungary Zrt.                                                                                                                                                                                                           |
| <b>Iceland</b>             | Landsbankinn hf.                                                                                                                                                                                                                                                                      |
| <b>India</b>               | Deutsche Bank AG<br>Citibank, N.A.<br>The Hongkong and Shanghai Banking Corporation Limited                                                                                                                                                                                           |
| <b>Indonesia</b>           | Deutsche Bank AG                                                                                                                                                                                                                                                                      |
| <b>Ireland</b>             | State Street is a direct participant in Euroclear Bank S.A./N.V.<br>Euroclear Bank S.A./N.V., as the issuer central securities depository for Irish domiciled equities and corporate bonds, and Irish government bonds, safekeeps and performs all custody services for these assets. |
| <b>Israel</b>              | Bank Hapoalim B.M.                                                                                                                                                                                                                                                                    |
| <b>Italy</b>               | Intesa Sanpaolo S.p.A.                                                                                                                                                                                                                                                                |
| <b>Ivory Coast</b>         | Standard Chartered Bank Côte d'Ivoire S.A.                                                                                                                                                                                                                                            |
| <b>Japan</b>               | Mizuho Bank, Limited                                                                                                                                                                                                                                                                  |
| <b>Jordan</b>              | Standard Chartered Bank, Dubai International Financial Center branch                                                                                                                                                                                                                  |
| <b>Kazakhstan</b>          | JSC Citibank Kazakhstan                                                                                                                                                                                                                                                               |
| <b>Kenya</b>               | Standard Chartered Bank Kenya Limited                                                                                                                                                                                                                                                 |
| <b>Republic of Korea</b>   | The Hongkong and Shanghai Banking Corporation Limited<br>Deutsche Bank AG                                                                                                                                                                                                             |
| <b>Kuwait</b>              | First Abu Dhabi Bank P.J.S.C.                                                                                                                                                                                                                                                         |
| <b>Latvia</b>              | AS SEB banka                                                                                                                                                                                                                                                                          |
| <b>Lithuania</b>           | AB SEB bankas                                                                                                                                                                                                                                                                         |
| <b>Luxembourg</b>          | State Street is a direct participant in Clearstream Banking S.A., Luxembourg.<br><br>Luxembourg domiciled assets may be held with either ICSD: Clearstream Banking S.A., Luxembourg or Euroclear Bank                                                                                 |

| <b>Market</b>             | <b>Sub custodian</b>                                                                 |
|---------------------------|--------------------------------------------------------------------------------------|
|                           | S.A./N.V.                                                                            |
| <b>Malawi</b>             | Standard Bank PLC                                                                    |
| <b>Malaysia</b>           | Deutsche Bank (Malaysia) Berhad                                                      |
| <b>Mali</b>               | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                 |
| <b>Mauritius</b>          | The Hongkong and Shanghai Banking Corporation Limited                                |
| <b>Mexico</b>             | Banco Citi México, S.A., Institución de Banca Múltiple, Grupo Financiero Citi México |
| <b>Morocco</b>            | Citibank Maghreb S.A.                                                                |
| <b>Namibia</b>            | Standard Bank Namibia Limited                                                        |
| <b>Netherlands</b>        | Deutsche Bank AG                                                                     |
| <b>New Zealand</b>        | The Hongkong and Shanghai Banking Corporation Limited                                |
| <b>Niger</b>              | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                 |
| <b>Nigeria</b>            | Stanbic IBTC Bank Plc.                                                               |
| <b>Norway</b>             | Skandinaviska Enskilda Banken AB (publ), Sweden (operating through its Oslo branch)  |
| <b>Oman</b>               | First Abu Dhabi Bank P.J.S.C.                                                        |
| <b>Pakistan</b>           | Deutsche Bank AG                                                                     |
| <b>Panama</b>             | Citibank, N.A.                                                                       |
| <b>Peru</b>               | Citibank del Perú, S.A.                                                              |
| <b>Philippines</b>        | Deutsche Bank AG                                                                     |
| <b>Poland</b>             | Bank Handlowy w Warszawie S.A.                                                       |
| <b>Portugal</b>           | Citibank Europe plc, Dublin, Ireland                                                 |
| <b>Qatar</b>              | HSBC Bank Middle East Limited                                                        |
| <b>Romania</b>            | Citibank Europe plc, Dublin – Romania Branch                                         |
| <b>Russia</b>             | AO Citibank                                                                          |
| <b>Saudi Arabia</b>       | FAB Capital J.S.C.                                                                   |
| <b>Senegal</b>            | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast                 |
| <b>Serbia</b>             | UniCredit Bank Serbia JSC Belgrade                                                   |
| <b>Singapore</b>          | Citibank N.A.                                                                        |
| <b>Slovak Republic</b>    | UniCredit Bank Czech Republic and Slovakia, a.s.                                     |
| <b>Slovenia</b>           | UniCredit Banka Slovenija d.d.                                                       |
| <b>South Africa</b>       | FirstRand Bank Limited                                                               |
|                           | Standard Chartered Bank                                                              |
| <b>Spain</b>              | Citibank Europe plc, Dublin, Ireland                                                 |
| <b>Sri Lanka</b>          | The Hongkong and Shanghai Banking Corporation Limited                                |
| <b>Republic of Srpska</b> | UniCredit Bank d.d.                                                                  |

| <b>Market</b>                                                            | <b>Sub custodian</b>                                                 |
|--------------------------------------------------------------------------|----------------------------------------------------------------------|
| <b>Sweden</b>                                                            | Skandinaviska Enskilda Banken AB (publ)                              |
| <b>Switzerland</b>                                                       | UBS Switzerland AG                                                   |
| <b>Taiwan - R.O.C.</b>                                                   | Deutsche Bank AG                                                     |
| <b>Tanzania</b>                                                          | Standard Chartered Bank (Tanzania) Limited                           |
| <b>Thailand</b>                                                          | Standard Chartered Bank (Thai) Public Company Limited                |
| <b>Togo</b>                                                              | via Standard Chartered Bank Côte d'Ivoire S.A., Abidjan, Ivory Coast |
| <b>Tunisia</b>                                                           | Union Internationale de Banques                                      |
| <b>Türkiye</b>                                                           | Citibank, A.Ş.                                                       |
| <b>Uganda</b>                                                            | Standard Chartered Bank Uganda Limited                               |
| <b>Ukraine</b>                                                           | JSC Citibank                                                         |
| <b>United Arab Emirates<br/>Dubai Financial Market</b>                   | First Abu Dhabi Bank P.J.S.C.                                        |
| <b>United Arab Emirates<br/>Dubai International<br/>Financial Center</b> | First Abu Dhabi Bank P.J.S.C.                                        |
| <b>United Arab Emirates<br/>Abu Dhabi</b>                                | First Abu Dhabi Bank P.J.S.C.                                        |
| <b>United Kingdom</b>                                                    | State Street Bank and Trust Company, United Kingdom branch           |
| <b>United States</b>                                                     | State Street Bank and Trust Company                                  |
| <b>Uruguay</b>                                                           | Banco Itaú Uruguay S.A.                                              |
| <b>Vietnam</b>                                                           | HSBC Bank (Vietnam) Limited                                          |
| <b>Zambia</b>                                                            | Standard Chartered Bank Zambia Plc.                                  |
| <b>Zimbabwe</b>                                                          | Stanbic Bank Zimbabwe Limited                                        |
| <b>Transnational Depositories</b>                                        | Euroclear Bank S.A./N.V.                                             |
|                                                                          | Clearstream Banking, S.A.                                            |

**SSGA SPDR ETFs Europe I Plc**

19 February 2026

# State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF

## *Supplement No. 66*

(A sub-fund of SSGA SPDR ETFs Europe I plc (the “Company”), an open-ended investment company constituted as an umbrella fund with segregated liability between sub-funds authorised by the Central Bank of Ireland pursuant to the UCITS Regulations).

**This Supplement (the “Supplement”) forms part of the Prospectus dated 19 February 2026 as amended from time to time (the “Prospectus”) in relation to the Company. This Supplement should be read together with the Prospectus and Packaged Retail and Insurance-based Investment Product document (“PRIIPs KID”) or Key Investor Information Document (“KIID”).** It contains information relating to the State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF (the “Fund”), which is represented by the State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF series of shares in the Company (the “Shares”).

All Shares in this Fund have been designated as ETF Shares. Unless otherwise defined herein or unless the context otherwise requires, all defined terms used in this Supplement shall bear the same meaning as in the Prospectus.

Prospective investors should review the entire Supplement, the Prospectus and PRIIPs KID or KIID carefully. If you have any questions, you should consult your stockbroker or financial adviser. Potential investors should consider the risk factors set out in the Prospectus and in this Supplement before investing in this Fund. The Company and the Directors listed in the “Management” section of the Prospectus, accept responsibility for the information contained in this Supplement

## Fund Characteristics

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Base Currency             | USD                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Investment Manager        | State Street Global Advisors Europe Limited.                                                                                                                                                                                                                                                                                                                                                                                     |
| Sub-Investment Manager(s) | State Street Global Advisors Limited.                                                                                                                                                                                                                                                                                                                                                                                            |
| Dividend Policy           | For distributing share classes, semi-annual distribution of income (in or around January and July), except where the Management Company in its sole discretion, determines not to pay a dividend on any given distribution date.<br>For accumulating share classes, all income and gains will be accumulated in the Net Asset Value per Share. Distributing / accumulating status indicated in Share class information overleaf. |
| SFDR Fund Classification  | For the purposes of SFDR Article 6, the integration of Sustainability Risk is not relevant for this Fund.                                                                                                                                                                                                                                                                                                                        |

## Dealing Information

|                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Dealing Deadline                           | For all subscriptions and redemptions: 4.45 p.m. (Irish time) on each Dealing Day. For all subscriptions and redemptions on the last Dealing Day prior to 25 December and 1 January each year: 11.00 a.m. (Irish time). Earlier or later times may be determined by the Management Company at its discretion with prior notice to the Authorised Participants.                                                                                                   |
| Settlement Deadline                        | 3.00 p.m. (Irish time) on the third Business Day after the Dealing Day, or such earlier or later date as may be determined by or agreed with the Management Company. The Management Company/Company will notify Shareholders if, (i) an earlier Settlement Deadline applies in respect of subscriptions, or (ii) a later Settlement Deadline applies in respect of redemptions. Settlement may be impacted by the settlement schedule of the underlying markets. |
| Dealing NAV                                | The Net Asset Value per Share calculated as at the Valuation Point on the Business Day following the relevant Dealing Day.                                                                                                                                                                                                                                                                                                                                       |
| Minimum Subscription and Redemption Amount | Authorised Participants should refer to the Authorised Participant Operating Guidelines for details of the current minimum subscription and redemption amounts for the Fund.                                                                                                                                                                                                                                                                                     |

## Index Information

|                              |                                                                                                                                                                                                                                              |
|------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Index (Ticker)               | J.P.Morgan Saudi Arabia Aggregate Index (JPEIAGTR)                                                                                                                                                                                           |
| Index Rebalance Frequency    | Monthly.                                                                                                                                                                                                                                     |
| Additional Index Information | Further details of the Index and its performance can be found at:<br><a href="https://www.jpmorgan.com/insights/global-research/index-research/composition">https://www.jpmorgan.com/insights/global-research/index-research/composition</a> |

## Valuation Information

|                        |                                                                                                                                                |
|------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| Valuation              | The Net Asset Value per Share is calculated in accordance with the “ <b>Determination of Net Asset Value</b> ” section of the Prospectus.      |
| Valuation Pricing Used | Closing bid market prices for USD-denominated instruments, closing mid-market prices for Saudi Riyal (“ <b>SAR</b> ”) denominated instruments. |
| Valuation Point        | 4:15 p.m. (Irish time) on each Business Day.                                                                                                   |

# State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF

## Share Classes

| Share Class Type                                                                                             | USD unhedged                                                        |     | EUR hedged                                                                                  |     | GBP hedged                                                                                  |     | CHF hedged                                                                                  |     | SGD hedged                                                                                  |     |
|--------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------|-----|---------------------------------------------------------------------------------------------|-----|
| Name                                                                                                         | State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF |     | State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond USD Base CCY Hdg to EUR UCITS ETF |     | State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond USD Base CCY Hdg to GBP UCITS ETF |     | State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond USD Base CCY Hdg to CHF UCITS ETF |     | State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond USD Base CCY Hdg to SGD UCITS ETF |     |
| Dividend Policy*                                                                                             | Dist                                                                | Acc | Dist                                                                                        | Acc | Dist                                                                                        | Acc | Dist                                                                                        | Acc | Dist                                                                                        | Acc |
| Share Class Currency                                                                                         | USD                                                                 |     | EUR                                                                                         |     | GBP                                                                                         |     | CHF                                                                                         |     | SGD                                                                                         |     |
| Currency Hedged Index                                                                                        | n/a                                                                 |     | JPM Saudi Arabia Aggregate Index unhedged USD base hedged into EUR                          |     | JPM Saudi Arabia Aggregate Index unhedged USD base hedged into GBP                          |     | JPM Saudi Arabia Aggregate Index unhedged USD base hedged into CHF                          |     | JPM Saudi Arabia Aggregate Index unhedged USD base hedged into SGD                          |     |
| Index Ticker                                                                                                 | JPEIAGTR                                                            |     | JPEIAGHE                                                                                    |     | JPEIAGHG                                                                                    |     | JPEIAGHC                                                                                    |     | JPEIAGHS                                                                                    |     |
| TER<br>(further information in this respect is set out in the “Fees and Expenses” section of the Prospectus) | Up to 0.37%                                                         |     | Up to 0.42%                                                                                 |     | Up to 0.42%                                                                                 |     | Up to 0.42%                                                                                 |     | Up to 0.42%                                                                                 |     |

\*Dividend Policy: 'Dist' = Distributing shares, 'Acc' = Accumulating shares

## Investment Objective and Policy

**Investment Objective:** The investment objective of the Fund is to track the performance of liquid, USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia.

**Investment Policy:** The investment policy of the Fund is to track the performance of the Index (or any other index determined by the Directors from time to time to track substantially the same market as the Index) as closely as possible, while seeking to minimise as far as possible the tracking difference between the Fund's performance and that of the Index.

The Index measures the performance of the liquid, USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia. The Index includes USD-denominated fixed-rate, floating and zero-coupon bonds, capitalization/amortizing bonds and bonds with callable, puttable, or convertible features. In addition, SAR-denominated Sukuk government bonds issued after January 1st, 2023 are eligible for inclusion. USD and SAR denominated bonds have to satisfy the minimum amount outstanding criterion of \$500 million and \$1 billion, respectively. At each month-end, instruments that fall below 6 months to maturity during the upcoming month, will be excluded from the Index.

Index constituents may on occasion be rebalanced more often than the Index Rebalance Frequency, if required by the Index methodology, including for example where corporate actions such as mergers or acquisitions affect components of the Index.

Although the Index is generally well diversified, because of the market it reflects it may, depending on market conditions, contain constituents issued by the same body that may represent more than 10% of the Index. In order for the Fund to track the Index accurately, the Fund will make use of the increased diversification limits available under Regulation 71 of the UCITS Regulations. These limits permit the Fund to hold positions in individual constituents of the Index issued by the same body of up to 20% of the Fund's Net Asset Value

Hedged Share Classes are made available to reduce the impact of exchange rate fluctuations between the currency in which each hedged Share Class is denominated and the Base Currency of the Fund. This involves hedging the Fund's Base Currency to the currency of the relevant Share Class without reference to the currencies represented in the Fund's underlying investment portfolio. Hedged Share Classes should track the corresponding Currency Hedged Index more closely than the Index.

The Investment Manager and/or Sub-Investment Manager, on behalf of the Fund, will invest using a replication strategy as further described in the "Investment Objectives and Policies – Index Tracking Funds" section of the

Prospectus, primarily in the securities of the Index, at all times in accordance with the Investment Restrictions set forth in the Prospectus. For the purposes of paragraph 2.12 of the "Investment Restrictions" section of the Prospectus, the Fund may invest 100% of its Net Asset Value in transferable securities and money market instruments issued or guaranteed by the Kingdom of Saudi Arabia (provided the issues are of investment grade).

The Investment Manager and/or Sub-Investment Manager also may, in exceptional circumstances, invest in securities not included in the Index but that it believes closely reflect the risk and distribution characteristics of securities of the Index. The bond securities in which the Fund invests will be primarily listed or traded on Recognised Markets in accordance with the limits set out in the UCITS Regulations. Details of the Fund's portfolio and the indicative net asset value per share for the Fund are available on the Website daily.

**Currency Hedging:** The Fund will use financial derivative instruments ("FDIs"), including forward foreign exchange contracts, to hedge some or all of the foreign exchange risk for hedged Share Classes. Currency hedging transactions in respect of a hedged Share Class will be clearly attributable to that hedged Share Class and any costs shall be for the account of that hedged Share Class only. All such costs and related liabilities and/or benefits will be reflected in the net asset value per Share of the hedged Share Class. Over-hedged or under-hedged positions may arise unintentionally due to factors outside the control of the Investment Manager and/or Sub-Investment Manager but will be monitored and adjusted on a regular basis.

## Permitted Investments

**Bonds:** The securities in which the Fund invests may include USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia.

**Other Funds / Liquid Assets:** The Fund may invest up to 10% of its net assets in other regulated open-ended funds (including Money Market Funds) where the objectives of such funds are consistent with the objective of the Fund and where such funds are authorised in member states of the EEA, United Kingdom, USA, Jersey, Guernsey or the Isle of Man and where such funds comply in all material respects with the provisions of the UCITS Regulations. The Fund may hold ancillary liquid assets such as deposits in accordance with the UCITS Regulations.

**Derivatives:** The Fund may use FDIs for currency hedging and efficient portfolio management purposes. Any use of FDIs by the Fund shall be limited to futures and forward foreign exchange contracts (including non-deliverable forwards). Efficient portfolio management means investment decisions involving transactions that are entered into for one or more of the following specific aims: the reduction of risk;

the reduction of cost; the generation of additional capital or income for the Fund with an appropriate level of risk, taking into account the risk profile of the Fund; or the minimisation of tracking error, i.e. the risk that the Fund return varies from the Index return. FDIs are described in the "Investment Objectives and Policies – Use of Financial Derivative Instruments" section of the Prospectus.

## Securities Lending, Repurchase Agreements & Reverse Repurchase Agreements

The Fund does not currently participate in a securities lending programme, though it is entitled to do so. The Fund also does not intend to engage in repurchase agreements and reverse repurchase agreements. Should the Directors elect to change this policy in the future, due notification will be given to Shareholders and this Supplement will be updated accordingly.

## Investment Risks

Investment in the Fund carries with it a degree of risk. Investors should read the "Risk Information" section of the Prospectus and in particular, the risks therein related to investment in Saudi Arabia. In addition, the following risks are particularly relevant for the Fund.

**Index Tracking Risk:** The Fund's return may not match the return of the Index. It is currently anticipated that the Fund will track the Index with a potential variation of up to 1% annually under normal market conditions. The Fund's ability to track the Index will be affected by Fund expenses, the amount of cash and cash equivalents held in its portfolio, and the frequency and the timing of purchases and sales of interests in the Fund. The Investment Manager and/or Sub-Investment Manager may attempt to replicate the Index return by investing in a sub-set of the securities in the Index, or in some securities not included in the Index, potentially increasing the risk of divergence between the Fund's return and that of the Index.

**Liquidity Risk & ETF Liquidity Risk:** Lack of a ready market or restrictions on resale may limit the ability of the Fund to sell a security at an advantageous time or price or at all. Illiquid securities may trade at a discount from comparable, more liquid investments and may be subject to wide fluctuations in market value. Illiquidity of the Fund's holdings may limit the ability of the Fund to obtain cash to meet redemptions on a timely basis. Where the fund invests in illiquid securities or does not trade in large volumes, the bid offer spreads of the Fund may widen, the Fund may be exposed to increased valuation risk and reduced ability to trade. Shares in the Fund may also trade at prices that are materially different to the last available NAV.

**Share Class Risk:** There is no segregation of liabilities between Classes of the Fund. While the Investment Manager and/or Sub-Investment Manager will seek to

ensure that gains/losses on and the costs of the relevant FDI associated with any currency hedging strategy will accrue solely to the Class for which it is intended, the transactions could result in liabilities for other Classes.

**Currency Hedging Risk:** Hedges are sometimes subject to imperfect matching between the hedging transaction and the risk sought to be hedged. There can be no assurance that the Fund's hedging transactions will be effective. As the purpose of currency hedging is to try to reduce or eliminate losses caused by exchange rate fluctuations, it can also reduce or eliminate gains where the currency in which the Fund's assets are denominated appreciates.

**Duration / Interest Rate Risk:** Changes in interest rates are likely to affect the value of bonds and other debt instruments. Rising interest rates generally result in a decline in bond values, while falling interest rates generally result in bond values increasing. Investments with longer maturities and higher durations are more sensitive to interest rate changes, therefore a change in interest rates could have a substantial and immediate negative effect on the values of the Fund's investments.

**Concentration Risk:** When the Fund focuses its investments in a particular currency or region, the financial, economic, business, and other developments affecting issuers in that currency or region will have a greater effect on the Fund than if it was more diversified. This concentration may also limit the liquidity of the Fund. Investors may buy or sell substantial amounts of the Fund's shares in response to factors affecting or expected to affect a currency or region in which the Fund focuses its investments. The SAR trades at a fixed exchange rate in relation to the US dollar (it is 'pegged' to the US dollar). However, it is uncertain how long the currency peg will continue or what effect the establishment of an alternative exchange rate system would have on the KSA economy. Valuation of the currency hedges may be impacted by any alteration to the existing exchange rate system

**Emerging Markets Risk:** Risks of investing in emerging markets include, among others, greater political and economic instability, possible trade barriers, less governmental supervision and regulation, greater volatility in currency exchange rates, currency transfer restrictions or difficulties in gaining currency exposure, less developed securities markets, legal systems and financial services industries, differences in auditing and financial reporting standards, and greater dependence on revenue from particular commodities or international aid. **As the Fund has material exposure to emerging markets, an investment in the Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors.**

**Qualification criteria for investment in Saudi Arabian government bonds or sovereign instruments:** The eligibility criteria for investment in Saudi Arabian government bonds or sovereign instruments may vary and there can be no assurance that all such offerings would be available to the Fund.

**Sukuk investment risk:** Price changes in Sukuk / Sharia law compliant instruments are influenced predominantly by the value of the underlying asset. Factors that may impact the value of the underlying asset include volatility and interest rate levels. Price changes in Sukuk may also be influenced by interest rate developments in the capital markets, which in turn are influenced by macro-economic factors. Sukuk could suffer when capital market interest rates rise, while they could increase in value when capital market interest rates fall. The price changes also depend on the term or residual time to maturity of the Sukuk. In general, Sukuk with shorter terms have less price risks than Sukuk with longer terms. However, they generally have lower returns and, because of the more frequent due dates of the securities portfolios, involve higher re-investment costs. Sukuk may be issued by any corporate, sovereign, or supranational entity and may be backed or derive its value from any asset, tangible or otherwise, including home financings. Sovereign Sukuk ("**Sovereign Sukuk**") are Sukuk issued or guaranteed by governments or government-related entities. Investment in Sovereign Sukuk issued or guaranteed by governments or their agencies and instrumentalities ("**Governmental Entities**") may involve a higher degree of risk than conventional governmental bonds due to their geographical concentration. The Governmental Entity that controls the repayment of Sovereign Sukuk may not be able or willing to repay the principal and/or return when due in accordance with the terms of such debt due to specific factors, including, but not limited to (i) their foreign reserves, (ii) the available amount of their foreign exchange as at the date of repayment, (iii) their failure to implement political reforms, and (iv) their policy relating to the International Monetary Fund. Sovereign Sukuk holders may also be affected by additional constraints relating to sovereign issuers which may include: (i) the unilateral rescheduling of such obligation by the issuer and (ii) the limited legal recourses available against the issuer (in case of failure of delay in repayment). Where the Fund invests in Sovereign Sukuk issued by governments or Governmental Entities from emerging countries it will bear additional risks linked to the specifics of such countries (e.g. currency fluctuations, political and economic uncertainties, repatriation restrictions, change of law etc.) as further detailed under the "**Emerging Markets Risk**" section of this Supplement.

An active secondary market in respect of the Sukuk that the Fund invests in may never be established or may be illiquid and this would adversely affect the value at which the Fund could sell such Sukuk. There can be no assurance that there will be no interruption to, or errors in, trading, clearing or settlement of Sukuk that are listed on the Saudi Stock Exchange.

**Derivatives Risk:** The Fund may use FDIs for efficient portfolio management purposes as described in the derivatives section under Permitted Investments above. The Fund's use of FDIs involves risks different from, and possibly greater than, the risks associated with investing directly in securities.

**Integrating Sustainability Risk:** Sustainability Risk has not been integrated into the Fund's investment process. Any deterioration in the financial profile of an underlying investment affected by a Sustainability Risk may have a corresponding negative impact on the Net Asset Value and/or performance of the investing Fund. Where a Sustainability Risk event occurs, this Fund may be more impacted than an equivalent Fund that integrates Sustainability Risk. Shareholders should refer to the "**Index Strategies and Sustainability Integration**" section of the Prospectus for further information.

## Investor Profile

The typical investors of the Fund are expected to be institutional, intermediary and retail investors who want to take a medium or long term exposure to the performance of USD-denominated sovereign and quasi-sovereign instruments and SAR-denominated Sukuk government bonds from Saudi Arabia and are prepared to accept the risks associated with an investment of this type and the expected low to medium volatility of the Fund.

## Subscriptions, Redemptions & Conversions

Investors may subscribe for or redeem Shares in the Fund on each Dealing Day at the Dealing NAV with an appropriate provision for Duties and Charges and in accordance with the provisions in the "**Purchase and Sale Information**" section of the Prospectus.

For subscriptions, consideration, in the form of cash or cleared in kind securities, must be received by the Settlement Deadline. For redemptions, a written redemption request signed by the Shareholder is required to be received by the Administrator by the Dealing Deadline on the relevant Dealing Day.

Shareholders should refer to the terms of the "**Purchase and Sale Information**" section of the Prospectus for information on Share conversions.

## Initial Offer Period

Shares in the following Share Classes of the Fund will be issued at the Dealing NAV:

State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF (Acc); and

State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond USD Base CCY Hdg to EUR UCITS ETF (Acc)

Shares of the Fund which are not launched as at the date of this Supplement will be available from 9.00 a.m. (Irish time) on 20 February 2026 to 3.00 p.m. (Irish time) on 19 August 2026 or such earlier or later date as the Directors may determine and notify to the Central Bank (the "Initial Offer

## **State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF**

Period"). The initial offer price will be approximately 30 in the currency of the respective share class, plus an appropriate provision for Duties and Charges, or such other amount as determined by the Investment Manager and/or Sub-Investment Manager and communicated to investors prior to investment. Following the closing date of the Initial Offer Period, the Shares will be issued at the Dealing NAV.

## State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF

As of the date of the Supplement the Fund uses (within the meaning of the Benchmark Regulation) the following J.P. Morgan Securities LLC benchmark:

As of the date of the Supplement, J.P. Morgan Securities LLC are a recognised benchmark administrator under article 32 of the FCA (UK BMR) register. As the Benchmark Regulation is currently undergoing a review by ESMA and European lawmakers, the transitional relief period for the registration has been extended through December 31st, 2025..

The State Street SPDR J.P. Morgan Saudi Arabia Aggregate Bond UCITS ETF (the "Financial Product") is not in any way sponsored, sold or promoted by JPMorgan Chase & Co and/or any of its affiliates (collectively "J.P. Morgan"). J.P. Morgan is not responsible for, nor has it participated in, any aspect of the structuring of any attribute of the Financial Product, the determination of the timing of the offering of the Financial Product, the pricing of the Financial Product, or in the manner of operation of the Financial Product. J.P. Morgan has no obligation or liability in connection with the administration, marketing or trading of the Financial Product. All information provided herein regarding the J.P. Morgan Indexes (the "Indexes"), including without limitation, the levels of the Indexes, is provided for informational purposes only. J.P. Morgan does not warrant the completeness or accuracy of the Indexes and/or the completeness or accuracy or any other information furnished in connection with the Indexes. The Indexes are the exclusive property of J.P. Morgan and J.P. Morgan retains all property rights therein. Nothing herein constitutes, or forms part of, an offer or solicitation for the purchase or sale of any financial instrument, including of the Financial Product, or as an official confirmation of any transaction, or a valuation or price for the Indexes or the Financial Product. Nothing contained herein shall be construed as a J.P. Morgan recommendation to adopt any investment strategy or as legal, tax or accounting advice. J.P. Morgan makes no express or implied representations or warranties with respect to the Indexes and/or the Financial Product, including but not limited to regarding the advisability of investing in securities or financial products generally and/or the Financial Products specifically, or the advisability of any of the Indexes to track investment opportunities in the financial markets or otherwise achieve their objective. J.P. Morgan hereby expressly disclaims all warranties of merchantability or fitness for a particular purpose with respect to the Indexes and the Financial Product. J.P. Morgan has no obligation to take the needs of the issuer or sponsor of any Financial Product, any investor, counterparty or any other party into consideration in determining, composing or calculating the J.P. Morgan indexes. J.P. Morgan is not responsible for nor has participated in the determination of the timing of, prices at, or quantities of this Financial Product or in the determination or calculation of the equation by or the consideration into which this Financial Product is redeemable. Without limiting any of the foregoing, in no event shall J.P. Morgan have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) to any person, including but not limited to, for any statements contained in any offering document or any other materials used to describe the Indexes and/or the Financial Product, any error in the pricing or otherwise, of the Indexes and/or the Financial Product and J.P. Morgan shall not be under any obligation to advise any person of any error therein.

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## SSGA SPDR ETFs Europe I plc

(the “Company”)

### Addendum dated 13 May 2026 to the prospectus of the Company dated 19 February 2026 (the “Addendum”)

This Addendum forms part of, and is to be read in conjunction with, the prospectus for the Company dated 19 February 2026 (the “**Prospectus**”). All information contained in the Prospectus and Supplements is deemed to be incorporated herein.

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

Words and expressions not specifically defined herein shall bear the same meaning as that attributed to them in the Prospectus and the Supplements.

#### Amendments to the Prospectus

1. The sub-section of the Prospectus entitled “*Primary Market*” in the “*Purchase and Sale Information*” section shall be updated by the addition of the following paragraph after the “*Duties and Charges for Cash and in Kind Subscriptions*” paragraph:

**“Anti-Dilution Levy for Cash and in Kind Subscriptions and Redemptions.** Where required for liquidity management purposes, the Directors may, in their absolute discretion, on any Dealing Day on which there are net subscriptions or redemptions, apply an appropriate provision for an Anti-Dilution Levy. Where an Anti-Dilution levy is applied, Duties and Charges shall not be applied to the relevant subscription or redemption. Where an Anti-Dilution Levy is applied, references to the application of “Duties and Charges” throughout the Prospectus shall be construed as references to an Anti-Dilution Levy.”

2. The sub-section of the Prospectus entitled “*Temporary Suspension Of Dealings*” in the “Determination Of Net Asset Value” section shall be deleted in its entirety and replaced by the following:

**“Temporary Suspension of Dealings.** The Directors may at any time, with prior notification to the Depositary, temporarily suspend the valuation or issue, sale, purchase, redemption and conversion of Shares of any Fund, or the payment of redemption proceeds, during:

- a) 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;
- b) 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;

- c) 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;
- d) any period when the Company is unable to repatriate funds for the purposes of making redemption payments or during which the realisation of investments for the time being comprised in the 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;
- e) 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
- f) any period when the Directors determine that it is in the best interests of the Shareholders to do so.

Any such suspension shall be strictly limited to the period necessary to address the exceptional circumstances which justify it, having regard to the best interests of Shareholders.

Notice of any such suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine and shall be transmitted to the Central Bank (without delay) 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. The lifting of a suspension shall be notified without delay to the Central Bank."

3. The sub-sections of the Prospectus entitled "*Redemption of Shares In-Kind*" and "*Redemption Limits*" in the "*Purchase and Sale Information*" section shall be deleted in their entirety and replaced by the following respectively:

**"Redemption of Shares In-Kind.** Each Fund will allow Shareholders to redeem Shares in-kind on each Dealing Day, unless specified otherwise in the Relevant Supplement. In this context, "in-kind" means that, with the consent of the Shareholder, 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 Depositary. Redemption requests must be received by the Administrator before the dealing deadline on the relevant Dealing Day specified in the Relevant Supplement. 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.

Where a Shareholder requests redemption of Shares in a Fund representing 5% or more of the Net Asset Value, the Management Company may determine in its sole discretion to provide the redemption in-kind. The assets to be transferred shall be selected at the discretion of the Management Company, subject to the approval of the Depositary and taken at their value used in determining the redemption price of the Shares being so repurchased. In this event the Management 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 the remaining Shareholders. The costs of any such disposal shall be borne by the redeeming Shareholder.

Where redemptions in-kind are used for liquidity management purposes, they shall only be activated to meet redemptions requested by Professional Investors. The securities transferred to the redeeming investor in such circumstances shall correspond to a pro rata share of the assets held by the Fund, unless the Fund is an Index Tracking Fund or marketed solely to Professional Investors."

4. The definition of "ESG Screen" in "*Schedule I – Definitions*" of the Prospectus shall be deleted in its entirety and replaced by a revised definition and new definitions for "Anti-Dilution Levy" and "Professional Investor" shall be added as follows:

**"Anti-Dilution Levy**

a fee which acts as an anti-dilution levy and covers all explicit, and where appropriate, implicit transaction costs (which will be estimated on a best efforts basis), incurred by a Fund on any Dealing Day on which there are net subscriptions or redemptions, to cover the cost of the dealing to the Fund;"

**"ESG Screen**

a screen implemented by an Index provider and / or the Investment Manager and/or relevant Sub-Investment Manager as set out in the relevant Fund(s) Supplement, which aims to identify and exclude certain potential constituents for violations of certain environmental, social and / or governance criteria;"

**"Professional Investor**

an investor which is considered to be a professional client or may, on request, be treated as a professional client within the meaning of Annex II to Directive 2014/65/EU;"

5. The sub-section of the Prospectus entitled "*Proxy Voting & Asset Stewardship*" in the "*General Information*" section shall be deleted in its entirety and replaced with the following:

**"Proxy Voting & Asset Stewardship**

Proxy voting and engagement activities in respect of securities held by a Fund(s) may be conducted pursuant to the terms of the Sustainability Proxy Voting and Engagement Policy available at Sustainability Stewardship Service Proxy Voting and Engagement Policy (the "Sustainability Stewardship Policy") or, in accordance with the relevant policy(ies) or approach set out in the relevant Fund Supplement.

The Sustainability Stewardship Policy focuses on risks and opportunities that may impact long-term value creation, with a focus on sustainability priorities such as climate change, nature and human rights.

For certain Fund(s), unless otherwise set out in the relevant Fund Supplement, the Company has delegated to the Investment Manager responsibility for exercising voting rights and engagement activities pursuant to the Sustainability Stewardship Policy. Subject to its full discretion, the Investment Manager may, from time to time, appoint and delegate voting authority attached to certain securities held by the Funds to an independent third party as necessitated by regulatory or other requirements.

For the relevant Fund(s), Periodic reports on the proxy voting and engagement activities undertaken under the Sustainability Stewardship Policy will be available at Sustainability Stewardship Service Proxy Voting and Engagement Policy.”

6. The sub-section of the Prospectus entitled “*ESG Investing*” in the “*General Information*” section shall be deleted in its entirety and replaced with the following:

**“ESG Investing**

Environmental, social and governance (“ESG”) investing is the assessment of material ESG issues during the investment process. It complements traditional research such as analysing financial statements, industry trends and company growth strategies.

ESG investing can be used by investors in a variety of ways to achieve a wide range of investment goals including risk management, alignment with values and to enhance sustainable long-term performance and may be incorporated into the Investment Policy of a Fund, as described in the Relevant Supplement, in one or more ways further described below.

To facilitate the various investment goals of such investors, the Investment Manager or Sub-Investment Manager as set out in the relevant Fund Supplement, may apply an ESG criteria as a core part of or ancillary to the investment policy of the Fund described in the Relevant Supplement. That is to say that certain Funds target ESG specific outcomes while other Funds, while they do not primarily target ESG outcomes, incorporate ESG tools, ancillary to their primary objective, to enhance risk management and to facilitate responsible investing. Each Fund has been classified under SFDR and this has been disclosed in the Relevant Supplements.

Additional information regarding State Street Investment Management’s ESG investment approach can be found at [ssga.com/esg](https://ssga.com/esg). Where a Sub-Investment Manager’s or other third party’s ESG criteria and/or investment approach is applied, this will be set out in the relevant Fund(s) Supplement together with where any additional information can be found.

The Funds do not pursue a reduction of negative externalities caused by underlying investments and therefore do not consider principal adverse impacts of their investment decisions unless otherwise stated in the Relevant Supplement.

For the purposes of Article 4 of SFDR, the Management Company does not consider the adverse impacts of investment decisions on sustainability factors at its entity level.”

7. The sub-section of the Prospectus entitled “*ESG Integration*” in the “*General Information*” section shall be deleted in its entirety and replaced with the following:

## **"ESG Integration**

ESG Integration refers to the integration of qualitative and quantitative ESG information, including Sustainability Risks, in the investment processes with the objective of enhancing investment decision-making. ESG integration aims to improve financial performance and/or mitigate financial risk. It involves considering ESG factors explicitly and systematically in investment analysis and decisions to lower risk and generate returns. ESG integration is a broad tool, considering material ESG components as a driver of risk and/or return, rather than achieving particular environmental, social, or governance goals. Its application to a specific Fund, may in accordance with the relevant Fund(s) Supplement be tailored depending on the asset class, investment strategy and targeted outcome. In considering the appropriate design, the Investment Manager or relevant Sub-Investment Manager or other third party may assess if and how financially material ESG issues are integrated into their decision-making processes, consider appropriate ESG signals and factors to mitigate risk and identify opportunities for long-term performance."

## SSGA SPDR ETFs Europe I plc

(the “Company”)

### **Addendum dated 21 May 2026 to the prospectus of the Company dated 19 February 2026 (the “Addendum”)**

This Addendum forms part of, and is to be read in conjunction with, the prospectus for the Company dated 19 February 2026 (the “**Prospectus**”) and replaces the addendum to the prospectus dated 13 May 2026. All information contained in the Prospectus and Supplements is deemed to be incorporated herein.

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

Words and expressions not specifically defined herein shall bear the same meaning as that attributed to them in the Prospectus and the Supplements.

#### **Amendments to the Prospectus**

1. The sub-section of the Prospectus entitled “*Primary Market*” in the “*Purchase and Sale Information*” section shall be updated by the addition of the following paragraph after the “*Duties and Charges for Cash and in Kind Subscriptions*” paragraph:

**“Anti-Dilution Levy for Cash and in Kind Subscriptions and Redemptions.** Where required for liquidity management purposes, the Directors may, in their absolute discretion, on any Dealing Day on which there are net subscriptions or redemptions, apply an appropriate provision for an Anti-Dilution Levy. Where an Anti-Dilution levy is applied, Duties and Charges shall not be applied to the relevant subscription or redemption. Where an Anti-Dilution Levy is applied, references to the application of “Duties and Charges” throughout the Prospectus shall be construed as references to an Anti-Dilution Levy.”

2. The sub-section of the Prospectus entitled “*Temporary Suspension Of Dealings*” in the “Determination Of Net Asset Value” section shall be deleted in its entirety and replaced by the following:

**“Temporary Suspension of Dealings.** The Directors may at any time, with prior notification to the Depositary, temporarily suspend the valuation or issue, sale, purchase, redemption and conversion of Shares of any Fund, or the payment of redemption proceeds, during:

- a) 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;
- b) 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;

- c) 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;
- d) any period when the Company is unable to repatriate funds for the purposes of making redemption payments or during which the realisation of investments for the time being comprised in the 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;
- e) 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
- f) any period when the Directors determine that it is in the best interests of the Shareholders to do so.

Any such suspension shall be strictly limited to the period necessary to address the exceptional circumstances which justify it, having regard to the best interests of Shareholders.

Notice of any such suspension shall be published by the Company at its registered office and in such newspapers and through such other media as the Directors may from time to time determine and shall be transmitted to the Central Bank (without delay) 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. The lifting of a suspension shall be notified without delay to the Central Bank."

3. The sub-section of the Prospectus entitled "*Redemption of Shares In-Kind*" in the "*Purchase and Sale Information*" section shall be deleted in its entirety and replaced by the following:

**"Redemption of Shares In-Kind.** Each Fund will allow Shareholders to redeem Shares in-kind on each Dealing Day, unless specified otherwise in the Relevant Supplement. In this context, "in-kind" means that, with the consent of the Shareholder, 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 Depositary. Redemption requests must be received by the Administrator before the dealing deadline on the relevant Dealing Day specified in the Relevant Supplement. 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.

Where a Shareholder requests redemption of Shares in a Fund representing 5% or more of the Net Asset Value, the Management Company may determine in its sole discretion to provide the redemption in-kind. The assets to be transferred shall be selected at the discretion of the Management Company, subject to the approval of the Depositary and taken at their value used in determining the redemption price of the Shares being so repurchased. In this event the Management 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 the remaining Shareholders. The costs of any such disposal shall be borne by the redeeming Shareholder.

Where redemptions in-kind are used for liquidity management purposes, they shall only be activated to meet redemptions requested by Professional Investors. The securities transferred to the redeeming investor in such circumstances shall correspond to a pro rata share of the assets held by the Fund, unless the Fund is an Index Tracking Fund or marketed solely to Professional Investors."

4. The definition of "ESG Screen" in "*Schedule I – Definitions*" of the Prospectus shall be deleted in its entirety and replaced by a revised definition and new definitions for "Anti-Dilution Levy" and "Professional Investor" shall be added as follows:

**"Anti-Dilution Levy**

a fee which acts as an anti-dilution levy and covers all explicit, and where appropriate, implicit transaction costs (which will be estimated on a best efforts basis), incurred by a Fund on any Dealing Day on which there are net subscriptions or redemptions, to cover the cost of the dealing to the Fund;"

**"ESG Screen**

a screen implemented by an Index provider and / or the Investment Manager and/or relevant Sub-Investment Manager as set out in the relevant Fund(s) Supplement, which aims to identify and exclude certain potential constituents for violations of certain environmental, social and / or governance criteria;"

**"Professional Investor**

an investor which is considered to be a professional client or may, on request, be treated as a professional client within the meaning of Annex II to Directive 2014/65/EU;"

5. The sub-section of the Prospectus entitled "*Proxy Voting & Asset Stewardship*" in the "*General Information*" section shall be deleted in its entirety and replaced with the following:

**"Proxy Voting & Asset Stewardship**

Proxy voting and engagement activities in respect of securities held by a Fund(s) may be conducted pursuant to the terms of the Sustainability Proxy Voting and Engagement Policy available at Sustainability Stewardship Service Proxy Voting and Engagement Policy (the "Sustainability Stewardship Policy") or, in accordance with the relevant policy(ies) or approach set out in the relevant Fund Supplement.

The Sustainability Stewardship Policy focuses on risks and opportunities that may impact long-term value creation, with a focus on sustainability priorities such as climate change, nature and human rights.

For certain Fund(s), unless otherwise set out in the relevant Fund Supplement, the Company has delegated to the Investment Manager responsibility for exercising voting rights and engagement activities pursuant to the Sustainability Stewardship Policy. Subject to its full discretion, the Investment Manager may, from time to time, appoint and delegate voting authority attached to certain securities held by the Funds to an independent third party as necessitated by regulatory or other requirements.

For the relevant Fund(s), Periodic reports on the proxy voting and engagement activities undertaken under the Sustainability Stewardship Policy will be available at Sustainability Stewardship Service Proxy Voting and Engagement Policy.”

6. The sub-section of the Prospectus entitled “*ESG Investing*” in the “*General Information*” section shall be deleted in its entirety and replaced with the following:

**“ESG Investing**

Environmental, social and governance (“ESG”) investing is the assessment of material ESG issues during the investment process. It complements traditional research such as analysing financial statements, industry trends and company growth strategies.

ESG investing can be used by investors in a variety of ways to achieve a wide range of investment goals including risk management, alignment with values and to enhance sustainable long-term performance and may be incorporated into the Investment Policy of a Fund, as described in the Relevant Supplement, in one or more ways further described below.

To facilitate the various investment goals of such investors, the Investment Manager or Sub-Investment Manager as set out in the relevant Fund Supplement, may apply an ESG criteria as a core part of or ancillary to the investment policy of the Fund described in the Relevant Supplement. That is to say that certain Funds target ESG specific outcomes while other Funds, while they do not primarily target ESG outcomes, incorporate ESG tools, ancillary to their primary objective, to enhance risk management and to facilitate responsible investing. Each Fund has been classified under SFDR and this has been disclosed in the Relevant Supplements.

Additional information regarding State Street Investment Management’s ESG investment approach can be found at [ssga.com/esg](https://ssga.com/esg). Where a Sub-Investment Manager’s or other third party’s ESG criteria and/or investment approach is applied, this will be set out in the relevant Fund(s) Supplement together with where any additional information can be found.

The Funds do not pursue a reduction of negative externalities caused by underlying investments and therefore do not consider principal adverse impacts of their investment decisions unless otherwise stated in the Relevant Supplement.

For the purposes of Article 4 of SFDR, the Management Company does not consider the adverse impacts of investment decisions on sustainability factors at its entity level.”

7. The sub-section of the Prospectus entitled “*ESG Integration*” in the “*General Information*” section shall be deleted in its entirety and replaced with the following:

## **"ESG Integration**

ESG Integration refers to the integration of qualitative and quantitative ESG information, including Sustainability Risks, in the investment processes with the objective of enhancing investment decision-making. ESG integration aims to improve financial performance and/or mitigate financial risk. It involves considering ESG factors explicitly and systematically in investment analysis and decisions to lower risk and generate returns. ESG integration is a broad tool, considering material ESG components as a driver of risk and/or return, rather than achieving particular environmental, social, or governance goals. Its application to a specific Fund, may in accordance with the relevant Fund(s) Supplement be tailored depending on the asset class, investment strategy and targeted outcome. In considering the appropriate design, the Investment Manager or relevant Sub-Investment Manager or other third party may assess if and how financially material ESG issues are integrated into their decision-making processes, consider appropriate ESG signals and factors to mitigate risk and identify opportunities for long-term performance."