

# **db x-trackers MSCI RUSSIA CAPPED INDEX ETF**

**(A sub-fund of db x-trackers)**

## **Singapore Prospectus dated 25 November 2010 relating to db x-trackers**

**This Singapore Prospectus incorporates and is not valid without  
the Luxembourg base prospectus dated October 2010 and  
the Product Annex 49 attached therein  
relating to db x-trackers,**

**an undertaking for collective investment  
registered in the Grand Duchy of Luxembourg  
and constituted outside Singapore.**

**db x-trackers has appointed Deutsche Securities Asia Limited, Singapore Branch  
as the Singapore representative and agent for service of process in Singapore.**

**Details of the Singapore representative appear on page 5 of this Singapore  
Prospectus.**

**An application was made to the Singapore Exchange Securities Trading Limited ("SGX-ST") on 16 October 2009 for permission to list and deal in and quote the shares of Class 2D of the db x-trackers MSCI RUSSIA CAPPED INDEX ETF (the "Fund"), a sub-fund of the db x-trackers (the "Company"), which may be issued from time to time. Such permission has been granted by the SGX-ST and the shares of Class 2D have been admitted to the Official List of 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. Admission to the Official List of the SGX-ST is not to be taken as an indication of the merits of the Fund, a Class, the shares of the Fund, the Company, the Management Company or the Investment Manager. If you are in any doubt about this Singapore Prospectus, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.**

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## IMPORTANT INFORMATION

The collective investment scheme offered in this Singapore Prospectus, db x-trackers MSCI RUSSIA CAPPED INDEX ETF (the "**Fund**"), is a recognised scheme under the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"). 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.

**The date of registration of this Singapore Prospectus with the Authority is 25 November 2010. This Singapore Prospectus shall be valid for a period of 12 months from the date of registration by the Authority (up to and including 24 November 2011) and shall expire on 25 November 2011.**

This Singapore Prospectus, relating to the Fund, a sub-fund of db x-trackers (the "**Company**"), incorporates and is not valid without the attached Luxembourg base prospectus dated October 2010 relating to the Company and Product Annex 49 relating to the Fund (the "**Product Annex**") attached therein (together, the "**Prospectus**"). Unless the context otherwise requires, terms defined in the Prospectus shall have the same meaning when used in this Singapore Prospectus. **Investors should note that the Luxembourg base prospectus and the Product Annex may be updated from time to time, and apart from Product Annex 49 which relates to the Fund, there are other product annexes 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 the Prospectus.**

The Company is an investment company incorporated under the laws of the Grand Duchy of Luxembourg as a *société d'investissement à capital variable* (SICAV) on 2 October 2006 for an unlimited period. The Company is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part I of the Luxembourg law of 20 December 2002 relating to undertakings for collective investment, as amended, and qualifies as an undertaking for collective investment in transferable securities (UCITS) under article 1(2) of the Council Directive 85/611/EEC of 20 December 1985 on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended (amongst others) by the directives 2001/107/EC and 2001/108/EC (the "**UCITS Directive**") and may therefore be offered for sale in each member state of the European Union, subject to registration.

The Company is structured as an umbrella fund with a variety of sub-funds of which the performance may be linked partially or in full to the performance of an underlying asset.

Separate classes of shares may from time to time be issued under the Fund (each a "**Class**" or a "**Share Class**", together the "**Classes**" or "**Share Classes**"). As at the date of this Singapore Prospectus, the Fund comprises two (2) Share Classes. The assets of the Share Classes (if applicable) will commonly be invested in accordance with the investment objective and policy of the Fund, but different fee structures, distribution policies or other specific features may apply to each Share Class. Please refer to the section headed "The Classes of Shares" under the "EXECUTIVE SUMMARY" and the "STRUCTURE" sections of the Prospectus for more details.

**This Singapore Prospectus describes and offers for subscription the shares in Class 2D (ISIN Code: LU0455009265) of the Fund (the “Shares”).**

The purpose of the Company is for each of its sub-funds through having its shares listed on one or more stock exchanges to qualify as an exchange traded fund. Accordingly, application may be made to list certain sub-funds or Class(es) of Shares in a sub-fund on any stock exchange which the Board of Directors of the Company (the "**Board of Directors**") may from time to time deem appropriate. The Fund is currently listed on, *inter alia*, the Deutsche Börse, the London Stock Exchange, the Borsa Italiana, the Hong-Kong Stock Exchange, the Stuttgart Stock Exchange and the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Board of Directors reserves the right at its sole discretion and without prior notice to or approval of Shareholders (as defined in the Prospectus) of the Shares to seek listing of the Shares on additional exchanges, including the SGX-ST.

**An application was made for permission to list and deal in and for quotation in the Shares (which may be issued from time to time) on the SGX-ST. Such permission has been granted by the SGX-ST and the Shares of Class 2D have been admitted to the Official List of the SGX-ST. Admission to the SGX-ST is not to be taken as an indication of the merits of the Fund, a Class, the shares of the Fund, the Company, the Management Company or the Investment Manager, and the SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Singapore Prospectus.** For so long as the Shares are listed on the SGX-ST, the Shares deposited with The Central Depository (Pte) Limited ("**CDP**") will be traded on the SGX-ST at market prices throughout the trading day. Market prices for the Shares may, however, be different from their Net Asset Values<sup>1</sup>. Investors should note that the listing and quotation of Shares on the SGX-ST does not guarantee a liquid market for the Shares.

Copies of the articles of incorporation of the Company (as amended) (the "**Articles of Incorporation**") are available for inspection by investors, free of charge, at the registered office of the Company at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, or by contacting the Singapore Representative of the Fund, Deutsche Securities Asia Limited, Singapore Branch, at One Raffles Quay, #17-10, Singapore 048583, during normal Singapore business hours.

The directors of the Company individually and collectively accept full responsibility for the accuracy of the information given in this Singapore Prospectus and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed in this Singapore Prospectus are fair and accurate in all material respects as at the date of this Singapore Prospectus and that there are no material facts the omission of which would make any statements in this Singapore Prospectus misleading.

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<sup>1</sup> "**Net Asset Value**" means the net asset value of the Company, of the Fund or of a Class of Shares of the Fund, as appropriate, calculated as described in the Prospectus.

Investors 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 they may encounter under the laws of the countries of their citizenship, residence or domicile, and which may be relevant to the subscription, holding or disposal of Shares. Investors who have any doubt about the contents of this Singapore Prospectus should consult their broker, bank manager, legal adviser, accountant, tax or other financial adviser.

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 Singapore Prospectus, and the reports referred to above and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. **To reflect material changes, this document may be updated from time to time and investors should investigate 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.

**Investors in the Fund are advised to carefully consider the risk factors set out under the heading "RISK FACTORS" in the Prospectus, and to refer to paragraph 5 of this Singapore Prospectus. In particular, investors should note that the Fund may invest, as a part of its investment policy, in financial derivative instruments such as index swap transaction(s). Investors should refer to paragraph 17.3 of this Singapore Prospectus for further details. Investors should also note that the Net Asset Value of the Fund may have a high volatility due to its investment objective. An investment in the Fund is suitable for investors who are able and willing to invest in a sub-fund with a high risk grading as further described in paragraph 5 of this Singapore Prospectus. Investors should note that the risk grading set out in the section "TYPOLOGY OF RISK PROFILES" of the Prospectus has been established by the Company for the sole purpose of comparison with other sub-funds offered to the public by the Company and has not been independently reviewed or assessed by any third party.**

Investors should note that if they wish to buy and sell Shares of Class 2D on the SGX-ST in a currency ("Settlement Currency") other than the currency in which the relevant Share Class is traded on the SGX-ST ("Trading Currency"), they will be exposed to the foreign currency exchange rate movements between the Trading Currency and the Settlement Currency.

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

## DIRECTORY

### REGISTERED OFFICE

db x-trackers  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

### BOARD OF DIRECTORS

Werner Burg (chairman of the Board of Directors)  
Klaus-Michael Vogel  
Jacques Elvinger

### MANAGEMENT COMPANY

DB Platinum Advisors  
2, boulevard Konrad Adenauer  
L-1115 Luxembourg  
Grand Duchy of Luxembourg

### INVESTMENT MANAGER

State Street Global Advisors Limited  
20 Churchill Place  
Canary Wharf  
London E14 5HJ  
United Kingdom

### CUSTODIAN

State Street Bank Luxembourg S.A.  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

### THE ADMINISTRATIVE AGENT, PAYING AGENT, DOMICILIARY AGENT AND LISTING AGENT

State Street Bank Luxembourg S.A.  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

### THE REGISTRAR AND TRANSFER AGENT

State Street Bank Luxembourg S.A.  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

**DISTRIBUTOR**

Deutsche Bank AG, acting through its London Branch  
1, Great Winchester Street  
London EC2N 2DB  
United Kingdom

**AUDITOR OF THE COMPANY**

Ernst & Young S.A.  
7, Parc d'Activité Syrdall  
L-5365 Münsbach  
Grand Duchy of Luxembourg

**SINGAPORE REPRESENTATIVE**

Deutsche Securities Asia Limited, Singapore Branch  
One Raffles Quay #17-10  
Singapore 048583

**APPROVED PARTICIPANT**

Deutsche Bank AG, acting through its Singapore Branch  
One Raffles Quay  
South Tower #17-00  
Singapore 048583

**LEGAL ADVISERS TO THE COMPANY AS TO LUXEMBOURG LAW**

Elvinger, Hoss & Prussen  
2, place Winston Churchill  
L-1340 Luxembourg  
Grand Duchy of Luxembourg

**LEGAL ADVISERS TO THE COMPANY AS TO SINGAPORE LAW**

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

## **1. The Management Structure**

Full details on the management structure of the Company are set out under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY" in the Prospectus.

### **1.1 The Board of Directors of the Company**

The Board of Directors of the Company is vested with the broadest powers to perform all acts of administration and disposition in the Fund's interest.

The Board of Directors is responsible for the overall investment policy, objective, management and control of the Company and for its administration.

As far as the Company is aware, none of the directors of the Company nor any of its associates is or will become entitled to receive any part of any brokerage charged to the Fund or any part of any fees, allowances or benefits received on purchases charged to the Fund.

Full details on the Board of Directors of the Company are set out under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY" in the Prospectus.

### **1.2 The Management Company**

The Management Company, DB Platinum Advisors, has been appointed to act as the management company to the Company under the Management Company Agreement dated 16 October 2006 between the Company and the Management Company, and will be responsible for providing investment management services, administration services and distribution and marketing services to the sub-funds of the Company (including the Fund), unless otherwise indicated in the Product Annex. The Management Company Agreement entered into between the Company and the Management Company is for an undetermined duration and may be terminated at any time by either party upon ninety (90) days' prior notice or unilaterally with immediate effect by the Company, in the case of negligence, wilful default, fraud or bad faith on the part of the Management Company.

The Management Company has been established as a Luxembourg "Société de Gestion" on 8 February 2002 to provide investment management services, and has been managing collective investment schemes or discretionary funds in Luxembourg for over eight (8) years. Pursuant to Article 5 of the Articles of Incorporation of the Management Company, the Management Company has a share capital of €8 million divided into 800,000 €10 shares.

The Management Company is a subsidiary of Deutsche Bank Overseas Holdings Limited. Deutsche Bank Overseas Holdings Limited is part of the Deutsche Bank Group and a subsidiary of Deutsche Bank Aktiengesellschaft ("**Deutsche Bank AG**"). Deutsche Bank AG has its registered office in Frankfurt am Main, Germany.

The key person from the Management Company who is responsible for the management of the Fund is Barbara Potocki-Schots and details of her qualification and relevant experience are set out below:



### **Barbara Potocki-Schots**

Office address: 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

Mrs Potocki-Schots holds a master's degree in economics ("Licence es-Sciences Economiques") from the Université Libre de Bruxelles. Mrs Potocki-Schots is a senior executive at Deutsche Bank Luxembourg S.A. and holds the title of director. Mrs Potocki-Schots joined Deutsche Bank in 2005 and currently focuses on the asset management of several Luxembourg umbrella fund platforms. Prior to joining Deutsche Bank Luxembourg S.A., she was fund Tax Project Manager within Dexia-BIL, Dexia Fund Services in Luxembourg for two (2) years, and senior Fund manager for DWS Investment SA in Luxembourg for ten (10) years. Mrs Potocki-Schots has over eighteen (18) years' experience in banking and has a broad range of financial markets experience in Luxembourg and London with a focus on structured finance products.

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

Please refer to Appendix 1 for a list of other Singapore-recognised collective investment schemes managed by the Management Company as of the date of this Singapore Prospectus.

Further details on the Management Company are set out under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY - *The Management Company*" in the Prospectus.

### **1.3 The Investment Manager**

The Investment Manager, State Street Global Advisors Limited, was appointed pursuant to the Investment Management Agreement dated 20 October 2006 between the Management Company and the Investment Manager to act as the investment manager of the Company (including the Fund).

The Investment Manager is domiciled in the United Kingdom and it has been managing collective investment schemes or discretionary funds in the United Kingdom since 1990. The share capital of the Investment Manager is set out in the accounts of the Investment Manager available on the Companies House UK website.

The Investment Manager's portfolio management process is a team effort in which its experienced investment professionals work together as a cohesive unit to manage its index tracking funds such as the Fund, and to develop and enhance techniques that drive its investment process. The depth and breadth of experience of the Investment Manager's passive equity team allow it to offer investors sophisticated solutions in an increasingly complex indexing environment.

As far as the Company is aware, neither the Investment Manager nor any of its associates is or will become entitled to receive any part of any brokerage charged to the Fund or any part of any fees, allowances or benefits received on purchases charged to the Fund.

Please refer to Appendix 1 for a list of other Singapore-recognised collective investment schemes managed by the Investment Manager as of the date of this Singapore Prospectus.

## **2. Other Parties**

### **2.1 The Singapore Representative**

**2.1.1** Deutsche Securities Asia Limited, Singapore Branch has been appointed by the Company as the representative for the Fund in Singapore (the "**Singapore Representative**") to provide and maintain certain administrative and other facilities in respect of the Fund.

**2.1.2** The Singapore Representative shall carry out the following functions:

- (i) facilitate the issue and redemption of Shares, in particular:
  - (a) receive from the appointed Singapore distributors and/or on behalf of the Company, and send immediately upon receipt to the Company or the Registrar and Transfer Agent, applications for the issue or switching of Shares and requests for the redemption of Shares and keep the records thereof;
  - (b) receive on behalf of the Company, and remit to the Company or the Registrar and Transfer Agent in such manner as the Company may direct in writing, subscription moneys in respect of applications for the issue of Shares, and issue to applicants receipts in respect of such moneys;
- (ii) facilitate the publishing of the most recent Net Asset Value per Share of Shares in the Fund in the language of the Prospectus;
- (iii) facilitate the sending of reports relating to the Fund or the Company to Shareholders with the reports prepared in the language of the Singapore Prospectus, except in relation to any Shareholder who has consented to being sent a report in a language other than the language of the Singapore Prospectus;
- (iv) facilitate the furnishing of such books relating to the sale and redemption of Shares as the Authority may require;
- (v) facilitate the inspection of instruments constituting the Fund or the Company and if such instruments are not in the language of the Singapore Prospectus, an accurate translation of the instruments in the language of the Singapore Prospectus shall be made available to a Shareholder for inspection, unless the Shareholder has consented to the making available to him for inspection of the instrument in a language other than the language of the Singapore Prospectus;

- (vi) either maintain for inspection in Singapore a subsidiary register of the Shareholders who subscribed for or purchased Shares in Singapore<sup>2</sup> or maintain in Singapore any facility that enables the inspection of or extraction of the equivalent information, and if such a subsidiary register or equivalent information is not in the language of the Singapore Prospectus, an accurate translation of the subsidiary register or equivalent information in the language of the Singapore Prospectus shall be made available to a Shareholder for inspection or extraction, unless the Shareholder has consented to the making available to him for inspection or extraction of the subsidiary register or equivalent information in a language other than the language of the Singapore Prospectus;
- (vii) give notice in writing of any change in the particulars of the Fund or the Company and such other information as the Authority may prescribe, to the Authority within fourteen (14) days of such change;
- (viii) furnish such information or record regarding the Fund as the Authority may, at any time, require for the proper administration of the SFA;
- (ix) receive all enquiries in relation to the Fund from Shareholders and/or applicants and forward the same to the Administrative Agent;
- (x) make available at the Singapore Representative's office for public inspection free of charge, and offering copies free of charge to Shareholders and/or applicants, of the Articles of Incorporation and the Prospectus together with the latest audited annual report and semi-annual report (if available) of the Company and such other documents required under the SFA, the Code on Collective Investment Schemes issued by the Authority ("**Code**") or by the Authority to be made available or such other documents as may from time to time be agreed upon by the Company and the Singapore Representative;
- (xi) accept on behalf of the Company service of all notices and other documents addressed to the Company by any Shareholder and immediately despatch the same to the Company;
- (xii) in consultation with the Company, perform on behalf of the Company all acts and things in Singapore which are necessary to comply with the provisions of the SFA, the Securities and Futures (Offers of Investments) (Collective Investment Schemes) Regulations 2005 and the Code and for maintaining the status of the Fund as a recognised scheme under Section 287 of the SFA;

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<sup>2</sup> For so long as the Shares are listed and traded on the SGX-ST, the Shares 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 Shareholders in respect of the number of Shares credited to their respective securities accounts.

- (xiii) on receiving written instructions from the Company or from a party duly appointed and notified in writing by the Company to the Singapore Representative, pay the appointed Singapore distributors the commissions and other payments due from the Company to such distributors in respect of the Fund;
- (xiv) such other duties and obligations as may be agreed in writing between the Company and the Singapore Representative from time to time; and
- (xv) such other functions as the Authority may prescribe.

**2.1.3** Deutsche Securities Asia Limited, Singapore Branch is registered as a foreign company under Part XI Division 2 of the Companies Act, Chapter 50 of Singapore on 8 September 1998, bearing the registration number S98FC5600H and with registered address at One Raffles Quay, #17-10, Singapore 048583.

## **2.2 The Custodian**

State Street Bank Luxembourg S.A., has been appointed to act as the Custodian of the Company's assets pursuant to the Custodian Agreement dated 20 October 2006 between the Company and the Custodian. The Custodian has been appointed for an undetermined duration. The Custodian may not be removed by the Company unless a new custodian is appointed within two (2) months and the duties of the Custodian shall continue after its removal for such period as may be necessary to allow the transfer of all assets of the Company to the succeeding custodian.

The Custodian, a *société anonyme* under the laws of Luxembourg, is incorporated in Luxembourg on 19 January 1990 for an unlimited duration. The current issued share capital of the Custodian is € 65 million.

Further details on the Custodian can be found under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY – *The Custodian*" in the Prospectus.

## **2.3 The Administrative Agent, Paying Agent, Domiciliary Agent and Listing Agent**

State Street Bank Luxembourg S.A., has been appointed as the Company's administrative agent, paying agent, domiciliary agent and listing agent. The Administrative Agent is appointed for an undetermined duration. The Administrative Agent or the Company may each terminate the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement on giving ninety (90) days' prior notice.

The Administrative Agent, a *société anonyme* under the laws of Luxembourg, is incorporated in Luxembourg on 19 January 1990. The current issued share capital of the Administrative Agent is € 65 million.

Further details on the administrative agent, paying agent, domiciliary agent and listing agent can be found under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY – *The Administrative Agent, Paying Agent, Domiciliary Agent and Listing Agent*" in the Prospectus.

## 2.4 The Registrar and Transfer Agent

The Company has appointed State Street Bank Luxembourg S.A. as its Registrar and Transfer Agent in Luxembourg to administer the issue, conversion and redemption of Shares, the maintenance of records and other related administrative functions.

For so long as the Shares are listed, quoted and traded on the SGX-ST, the CDP will be the share depository for the Shares of the Fund listed and traded on the SGX-ST. The CDP will be recognised as the legal owner of such Shares. The persons named as the depositors in the depository register shall, for such period as the book-entry Shares are entered against their names in the depository register, be deemed to be the beneficial Shareholders of the amount of the book-entry Shares entered against their respective names in the depository register of the CDP. Accordingly, investors owning Shares in the CDP are the beneficial owners of such Shares as shown on the records of the CDP.

Further details on the Registrar and Transfer Agent can be found under the heading "MANAGEMENT AND ADMINISTRATION OF THE COMPANY – *The Registrar, Transfer Agent and Listing Agent*" in the Prospectus.

## 2.5 Auditor of the Company

The auditor of the Company is Ernst & Young S.A..

## 3. Investment Objective, Policy, Focus and Approach

The investment objective of the Fund is to track the performance of the Underlying Asset<sup>3</sup>, which is the MSCI Russia Capped Index (the "Index").

Please refer to paragraph 17.2 of this Singapore Prospectus and the "General Description of the Underlying Asset" section of the Product Annex for more details on the Index.

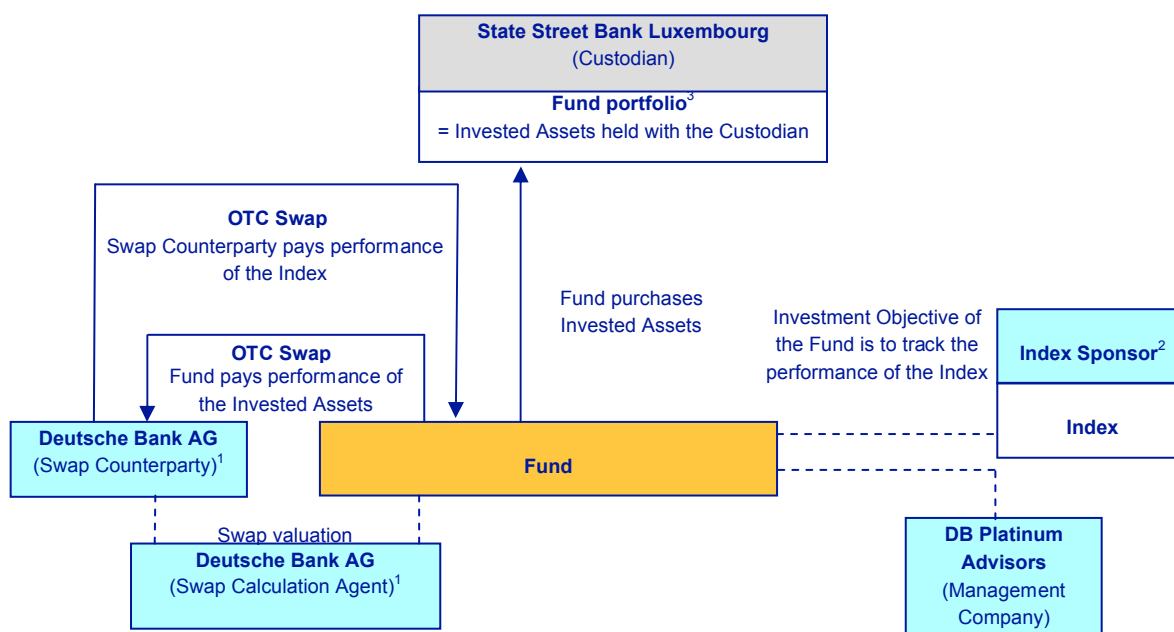
In order to achieve the investment objective, the Fund may:

### Investment strategy (i)

- invest in transferable securities (the "Invested Assets") and/or use derivative techniques such as index swap agreements negotiated at arm's length with the Swap Counterparty<sup>4</sup> (the "OTC Swap Transaction"), all in accordance with the investment restrictions as set out in the "INVESTMENT RESTRICTIONS" section of the Prospectus. The purpose of the OTC Swap Transaction is to exchange the performance of the Invested Assets against the performance of the Index. The investors do not bear any performance or currency risk of the Invested Assets; and/or

<sup>3</sup> "Underlying Asset" means the underlying asset(s) to which the Investment Policy is linked as described in the Product Annex. "Investment Policy" means the predefined investment policy of the Fund as specified in the Product Annex.

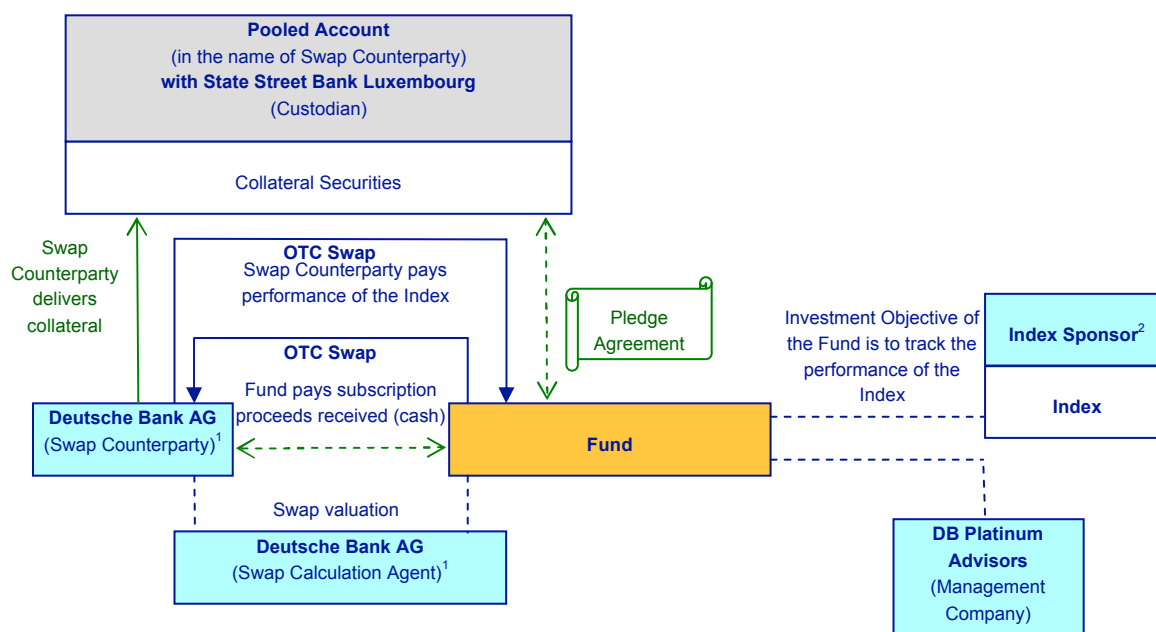
<sup>4</sup> "Swap Counterparty" means Deutsche Bank AG, unless otherwise specified in the Product Annex.



1. As of the date of this Prospectus, Deutsche Bank AG is acting as Swap Counterparty and Swap Calculation Agent. The Company reserves the right to appoint any other party to be Swap Counterparty and/or Swap Calculation Agent.
2. The Index Sponsor in respect of the Index may be an independent index provider or an entity belonging to the Deutsche Bank Group.
3. Collateral arrangements may be put in place to ensure the net counterparty risk exposure is maintained at or below 10% at all times. However in practice the Company and/or Investment Manager will usually require that the Swap Counterparty proceed to a restrike of existing swap transactions.

Investment strategy (ii):

- invest part or all of the net proceeds of any issue of its Shares in one or more OTC Swap Transactions and exchange the invested proceeds against the performance of the Index. Although the Fund may in such case be at any time fully or partially exposed to one or more OTC Swap Transactions, collateral arrangements will be taken in relation to these OTC Swap Transactions so that the percentage of the counterparty risk exposure referred to under paragraph 2.3 of the sub-section "Risk Diversification" in the section headed "INVESTMENT RESTRICTIONS" of the Prospectus is substantially reduced.



1. As of the date of this Prospectus, Deutsche Bank AG is acting as Swap Counterparty and Swap Calculation Agent. The Company reserves the right to appoint any other party to be Swap Counterparty and/or Swap Calculation Agent.
2. The Index Sponsor in respect of the Index may be an independent index provider or an entity belonging to the Deutsche Bank Group.

The Fund may, with due regard to the best interest of its Shareholders, decide from time to time to switch partially or totally from one of the above described policies to the other in which case the cost of such a switch (if any) will not be borne by the Shareholders. As of the date of this Singapore Prospectus, investment strategy (ii) (as described above) is currently adopted by the Fund. The investment strategy adopted by the Fund from time to time will be published on the following website: [www.dbxtrackers.com.sg](http://www.dbxtrackers.com.sg).

Please refer to the “Mitigation of Counterparty Risk Exposure” section of paragraph 17.3 of this Singapore Prospectus for further details on the exposure to counterparty risk in the OTC Swap Transaction.

The swaps will be unlisted instruments. The Fund does not currently intend to invest in options, warrants, commodities, futures contracts and precious metals.

The investments and liquid assets (such as deposits) which the Fund may hold on an ancillary basis will, together with any derivative techniques and any fees and expenses, be valued by the Administrative Agent on each Valuation Day<sup>5</sup> in order to determine the Net Asset Value of the Fund. The method and frequency of determining the Net Asset Value and the general valuation rules in respect of the Fund can be found in paragraph 17.5 of this Singapore Prospectus and further details can be found in the "ADMINISTRATION OF THE COMPANY - *Determination of the Net Asset Value*" section of the Prospectus.

The Company does not currently intend to change the investment objectives and policies of the Fund during its first three (3) years. In the event of any change thereof, such change may be required to be notified to the Shareholders and/or (in the case of a material change) be agreed by the Shareholders pursuant to a resolution of an extraordinary meeting as required and in accordance with the applicable Luxembourg laws.

As far as the Company is aware, there are currently no restrictions on the convertibility of the Fund's currency as at the date of this Singapore Prospectus. Investors should note however that foreign exchange controls or similar restrictions may in future be imposed from time to time and may be of relevance to the Fund or its investment policy or objectives. Further details are set out in paragraph 5 below.

Please refer to the Product Annex comprised within the Prospectus and the "INVESTMENT OBJECTIVES AND POLICIES" and "INVESTMENT RESTRICTIONS" sections of the Prospectus for further details on the investment objective, policy, focus and approach of the Fund.

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<sup>5</sup> "**Valuation Day**" means (unless otherwise defined in the Product Annex) the first Luxembourg Banking Day following a Business Day on which the Net Asset Value per Share for a given Class of Shares or the Fund is calculated based upon the prices of the last Business Day to occur prior to such Valuation Day. In respect of subscriptions for, conversions from and redemptions of Shares, Valuation Day shall (unless otherwise defined in the Product Annex) mean the first Luxembourg Banking Day following the first Business Day to occur on or after the relevant Transaction Day on which the Net Asset Value per Share for a given Class of Shares or the Fund is calculated, based upon the prices of the last Business Day to occur prior to such Valuation Day. "**Luxembourg Banking Day**" means a day (other than a Saturday or a Sunday) on which commercial banks are open and settle payments in Luxembourg. "**Business Day**" means a day (other than a Saturday or a Sunday) on which commercial banks, foreign exchange markets and Clearing Agents (as defined in the Prospectus) are open and settle payments in Luxembourg and on which the Underlying Asset is calculated by the relevant Index Provider. "**Index Provider**" means the entity described in the Product Annex, acting as sponsor of the Index. The Index Provider in respect of the Index is MSCI Inc..



#### 4. Fees and Expenses

<b>Fees and expenses payable by a Shareholder</b>			
			<b>Class 2D</b>
Upfront Charge <sup>6</sup>	Subscription	Sales	The higher of (i) USD 20,000 per subscription request and (ii) 3.00%
Redemption Charge <sup>7</sup>			The higher of (i) USD 20,000 per redemption request and (ii) 3.00%
Conversion Charge			Not applicable
Any other substantial fees or charges (i.e., 0.1% or more of the Net Asset Value of the Fund)			Currently nil

<b>Fees and expenses payable by each Class</b>	
<b>Class 2D</b>	
Management Company Fee <sup>8</sup>	Up to 0.45% annually
Fixed Fee <sup>9</sup>	0.20% p.a.
All-In Fee (the sum of the Fixed Fee and the Management Company Fee)	Up to 0.65% p.a.
Any other substantial fees or charges (i.e., 0.1% or more of the Net Asset Value of the Fund)	
Currently nil*	

The Fixed Fee covers the Custodian Fee, the Administrative Agent Fee and the Registrar, Transfer Agent and Listing Agent Fee and other administrative expenses. No establishment costs have been paid out of the Fund or are currently amortised.

<sup>6</sup> The Upfront Subscription Sales Charge, the amount of which will revert to the Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the relevant Share Class.

<sup>7</sup> The Redemption Charge, the amount of which will revert to the Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the relevant Share Class.

<sup>8</sup> The Management Company Fee is currently 0.45% annually for Share Class 2D. The Management Company Fee, the amount of which will revert to the Management Company, is a maximum percentage that will be calculated upon each Valuation Day on the basis of the Net Assets of the relevant Share Class. The fees of the Investment Manager will be paid out of the Management Company Fee.

<sup>9</sup> Please refer to "Fixed Fees" under the "FEES AND EXPENSES - Fees and Expenses Payable by the Company" section of the Prospectus for details.

*\* The adjustments to the index performance received by the Fund under of the OTC Swap Transaction in order to account for index replication costs may from time to time exceed 0.1% per annum of the Net Asset Value of the relevant Class of Shares. In any event, the amount of such index replication costs will be set out in the Fund's annual audited accounts or reports.*

Full details of the fees and expenses in respect of the Shares are set out in the Product Annex relating to the Fund and under the heading "FEES AND EXPENSES" in the Prospectus.

## **5. Risk Factors**

Investors should consider and satisfy themselves as to the risks of investing in the Fund.

The Fund is a complex product where typical investors are expected to be informed investors and to especially have a good knowledge of derivatives instruments. Generally speaking, typical investors are expected to be willing to accept capital and income risk. An investment in the Fund is suitable for investors who are able and willing to invest in a fund with a high risk grading which applies to funds providing an exposure to asset classes with a high intrinsic volatility and/or limited liquidity and where no strategies are implemented to ensure that investors will get back their original investment or capital. This is further described in the Prospectus under the heading "TYPOLOGY OF RISK PROFILES".

The above grading is indicative of the level of risk associated with the Fund and is not supposed to be a guarantee of likely returns. It should only be used for comparison purposes with other funds offered to the public by the Company. If investors are in any doubt as to the level of risk that they should take, they should seek independent advice from their personal investment adviser.

An investment in the Fund is meant to produce return over the investment period of the Fund. Investors should not expect to obtain short-term gains from such investment. Investors should note that the value of the Shares, and the income accruing to the Shares, may fall or rise and that investors may not get back their original investment.

A discussion of the general risk factors applicable to the Fund is contained under the "RISK FACTORS - *General Risks*" section of the Prospectus. In particular, investors should refer to the discussion on "Valuation of the Underlying Asset and the Sub-Fund's assets", "Exchange Rates", "Interest Rates", "Volatility", "Credit Risk", "Correlation", "Share Subscriptions and Redemptions", "Use of Derivatives" and "Liquidity Risk" thereunder for more details.

The specific risk factors applicable to the Fund are discussed under the "RISK FACTORS - *Underlying Asset Risks*" section of the Prospectus. In particular, investors should refer to the risks under the headings "Tracking Error", "Underlying Asset calculation and substitution" and "No investigation or review of the Underlying Asset(s)" thereunder for more details.

In addition to the above, investors' attention is drawn to the risks in respect of the Fund as set out in paragraphs 5.1 to 5.14 below, and the risks associated with the use of financial derivative instruments referred to in paragraph 17.3 of this Singapore Prospectus.

## 5.1 Foreign exchange risks

The Fund is denominated in United States dollar and cent (“USD”). Investors should be aware that an investment in the Shares may involve exchange rate risks. For instance (i) the actual investments (such as transferable securities and bonds) and liquid assets (such as deposits) which the Fund may hold on an ancillary basis may be denominated in a currency other than USD; (ii) the Shares may be denominated in a currency other than the currency of the investor’s home jurisdiction; and/or (iii) the Shares may be denominated in a currency other than the currency in which an investor wishes to receive his monies.

**Investors should note that if they wish to buy and sell Shares of Class 2D on the SGX-ST in a currency (“Settlement Currency”) other than the currency in which the relevant Share Class is traded on the SGX-ST (“Trading Currency”), they will be exposed to the foreign currency exchange rate movements between the Trading Currency and the Settlement Currency.**

**For example, an investor who wishes to buy and sell Shares of Class 2D (which are traded on the SGX-ST in USD) on the SGX-ST in Singapore dollar (“SGD”) will be exposed to the foreign currency exchange rate movements between the SGD and the USD.**

Exchange rates between currencies are determined by factors of supply and demand in the international currency markets, which are influenced by macro economic factors (such as the economic development in the different currency areas, interest rates and international capital movements), speculation and central bank and government intervention (including the imposition of currency controls and restrictions). Fluctuations in exchange rates may affect the value of the Shares.

The Management Company intends to hedge the foreign currency exposure of the Fund, and will adopt a passive hedging policy in doing so.

## 5.2 No guarantee

Investors should note that the Fund is not guaranteed and that the capital invested or its respective amount is not guaranteed. Investors of the Fund should be prepared and able to sustain losses up to the total capital invested.

## 5.3 Counterparty risk related to derivative transactions

The Fund may enter into transactions in over-the-counter markets, which will expose the Fund to the credit risk of the counterparties to such transactions and their ability to satisfy the terms of such transactions. For example, the Fund may enter into swap arrangements or employ other derivative techniques, each of which exposes the Fund to the risk that the counterparty may default on its obligations to perform under the relevant transaction. In the event of a bankruptcy or insolvency of a counterparty, the Fund could experience delays in liquidating the positions taken and may incur significant losses, including declines in the value of its investment during the period in which the Fund seeks to enforce its rights, inability to realise any gains on its investment during such period and fees and expenses incurred in enforcing its rights. There is also a possibility that the above transactions and derivative techniques may be terminated due to certain events, such as bankruptcy, supervening illegality or change in the tax or accounting laws relative to those

in force at the time the transactions were entered into. Investors should note that counterparty risk may increase in the current market conditions and in the event that the risk materialises, the Net Asset Value per Share of the Fund may be adversely affected and investors may sustain a loss on their investment in the Fund.

#### **5.4 Lack of Discretion of the Management Company to Adapt to Market Changes**

Unlike many conventional funds but like most traditional ETFs, the Fund is not “actively managed”. Accordingly, the Management Company will not adjust the composition of the Fund’s portfolio except (where relevant) in order to seek to closely correspond to the duration and total return of the relevant Underlying Asset. The Fund does not try to “beat” the market it tracks and does not seek temporary defensive positions when markets decline or are judged to be overvalued. Accordingly, a fall in the relevant Underlying Asset may result in a corresponding fall in the value of the Shares of the Fund.

#### **5.5 Risk of Swap Agreements**

Swap agreements are subject to the risk that the Swap Counterparty may default on its obligations. Currently the Swap Counterparty for the swap agreements of the Fund is Deutsche Bank AG, whose credit ratings are Aa3/P-1/C+ (Moody’s) and A+/A-1 (Standard & Poor’s) as at the date of this Singapore Prospectus. Investors may also refer to the Deutsche Bank AG website at [www.db.com](http://www.db.com) to obtain information on the current credit rating of Deutsche Bank AG.

If such a default were to occur, the Fund would have contractual remedies pursuant to the agreements related to the transaction. However, such remedies may be subject to bankruptcy and insolvency laws which could affect the Fund’s rights as a creditor. For example, the Fund may not receive the net amount of payments that it contractually is entitled to receive. Nevertheless this risk is limited as the Fund is subject to a counterparty limit of 10% of its Net Asset Value on a single counterparty. Furthermore, under the swap agreements, the Fund may from time to time request Deutsche Bank AG to enter into a portfolio swap transaction. In the event that the Fund invests part or all of the net proceeds of any issue of its Shares in one or more OTC Swap Transactions and exchanges the invested proceeds against the performance of the Index, the Fund may in such case be at any time fully or partially exposed to one or more OTC Swap Transactions. However, collateral arrangements will be taken in relation to these OTC Swap Transactions so that the percentage of the counterparty risk exposure referred to under paragraph 2.3 of the sub-section “Risk Diversification” in the section headed “INVESTMENT RESTRICTIONS” of the Prospectus is substantially reduced. Please refer to paragraph 17.3 below for further details on the risk management policy implemented by the Management Company and the Investment Manager in relation to the use of financial derivative instruments by the Fund for investment purposes and how the counterparty risk exposure may be mitigated in such instance. In the very unlikely event Deutsche Bank AG rejects the Fund’s request to enter into such a transaction, and the Investment Manager is unable to find any other counterparties to enter into such a transaction, the Fund may be terminated.

## **5.6 Political Factors, Emerging Market and Non-OECD Member State Assets**

The performance of the Shares and/or the possibility to purchase, sell, or repurchase the Shares may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements. Such risks can be heightened in investments in, or relating to, emerging markets or non-OECD Member States (as defined in the Prospectus). In addition, local custody services remain underdeveloped in many non-OECD and emerging market countries and there is a transaction and custody risk involved in dealing in such markets. In certain circumstances, the Fund may not be able to recover or may encounter delays in the recovery of some of its assets. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets or non-OECD Member States, may not provide the same degree of investor information or protection as would generally apply to major markets.

## **5.7 Use of Derivatives**

As a Fund whose performance is linked to an Underlying Asset will often be invested in securities which differ from the Underlying Asset, derivative techniques will be used to link the value of the Shares to the performance of the Underlying Asset. While the prudent use of such derivatives can be beneficial, derivatives also involve risks which, in certain cases, can be greater than the risks presented by more traditional investments. There may be transaction costs associated with the use of derivatives.

## **5.8 Tracking Error**

The following are some of the factors which may result in the value of the Shares varying from the value of the Underlying Asset: investments in assets other than the Underlying Asset may give rise to delays or additional costs and taxes compared to an investment in the Underlying Asset; investment or regulatory constraints may affect the Company but not the Underlying Asset; where applicable, any differences between the maturity date of the Shares and the maturity date of the Fund's assets; and the existence of a cash position held by the Fund.

## **5.9 Licence to Use the Index may be Terminated**

The Fund has been granted a licence by the Index Provider to use the Index in order to create the Fund based on the Index and to use certain trade marks and any copyright in the Index. The Fund may not be able to fulfil its investment objective and may be terminated if the licence agreement between the Fund and the Index Provider is terminated. The Fund may also be terminated if the Index ceases to be compiled or published and there is no replacement index using the same or substantially similar formula for the method of calculation as used in calculating the Index.

### 5.10 Cap on Index Constituents' Weights

The individual weightings of the Index constituents whose weights are greater than 25% are capped on a daily and quarterly basis to 20%. Accordingly the weightings of such constituents within the Index may not always be in direct proportion to their free-float adjusted market capitalisation in the Parent Index (as defined in paragraph 17.2 of this Singapore Prospectus). This may cause the Index performance to diverge from that of the Parent Index by reducing gains or losses on the price of the capped Index constituents.

### 5.11 Past and Future Performance

The performance of the Fund is dependent upon several factors including, but not limited to, the Underlying Asset's performance, as well as fees and expenses, tax and administration duties, certain amounts (such as Enhancements (as defined in the Prospectus) resulting from swap hedging policy), etc. which will or may have actually been charged, applied and/or discounted. These elements generally vary during any performance period, and it should therefore be noted that when comparing performance periods, some may appear to have enhanced or reduced performance when compared to similar performance periods, due to the application (or reduction) of some or all of the factors set out above. Past performance, as published in the simplified prospectuses or in any marketing documentation, is not a guarantee of, and should not be used as a guide to, future returns.

### 5.12 Potential Conflicts of Interest

The following discussion enumerates certain potential divergences and conflicts of interest that may exist or arise in relation to the Directors (as defined in the Prospectus), Shareholders, Management Company, and any other service provider (including their affiliates and respective potential investors, partners, members, directors, officers, employees, consultants, agents and representatives) (each a "**Service Provider**"), with respect to all or part of the Fund (collectively the "**Connected Persons**" and each a "**Connected Person**").

This section does not purport to be an exhaustive list or a complete explanation of all the potential divergences and conflicts of interest.

- Each Connected Person may be deemed to have a fiduciary relationship with the Fund in certain circumstances and consequently the responsibility for dealing fairly with the Company and the Fund. However, the Connected Persons may engage in activities that may diverge from or conflict with the interests of the Company, one or several sub-funds of the Company (including the Fund) or potential investors. They may for instance:
  - contract or enter into any financial, banking or other transactions or arrangements with one another or with the Company including, without limitation, investment by the Company in securities or investment by any Connected Persons in any company or body any of whose investments form part of the assets of the Company or be interested in any such contracts or transactions;

- invest in and deal with shares issued by the Company, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
- deal as agent or principal in the sale or purchase of securities and other investments to or from the Company through or with the Investment Manager, investment adviser or the Custodian or any subsidiary, affiliate, associate, agent or delegate thereof.

Any assets of the Company in the form of cash or securities may be deposited with any Connected Person. Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Connected Person. Banking or similar transactions may also be undertaken with or through a Connected Person.

- Entities within, and/or employees, agents, affiliates or subsidiaries of members of, the Deutsche Bank AG Group (for the purposes hereof, collectively, "**DB Affiliates**") may act as Service Providers. DB Affiliates may for instance act as counterparties to the derivatives transactions or contracts entered into by the Company (for the purposes hereof, the "**Counterparty**" or "**Counterparties**"), Director, distributor, sub-distributor, index sponsor, index constituent agent, market maker, management company, investment adviser and provide sub-custodian services to the Company, all in accordance with the relevant agreements which are in place. In addition, in many cases the Counterparty may be required to provide valuations of such derivative transactions or contracts. These valuations may form the basis upon which the value of certain assets of the Company is calculated.

The Board of Directors acknowledges that, by virtue of the functions which DB Affiliates will perform in connection with the Company, potential conflicts of interest are likely to arise. In such circumstances, each DB Affiliate has undertaken to use its or his reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its or his respective obligations and duties) and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced.

Prospective investors should note that, subject always to their legal and regulatory obligations in performing each or any of the above roles:

- DB Affiliates will pursue actions and take steps that it deems appropriate to protect their interests;
- DB Affiliates may act in their own interests in such capacities and need not have regard to the interests of any Shareholder;
- DB Affiliates may have economic interests adverse to those of the Shareholders. DB Affiliates shall not be required to disclose any such interests to any Shareholder or to account for or disclose any profit, charge, commission or other remuneration arising in respect of such interests and may continue to pursue its business interests and activities without specific prior disclosure to any Shareholder;

- DB Affiliates do not act on behalf of, or accept any duty of care or any fiduciary duty to any investors or any other person;
- DB Affiliates shall be entitled to receive fees or other payments and to exercise all rights, including rights of termination or resignation, which they may have, even though so doing may have a detrimental effect on investors; and
- DB Affiliates may be in possession of information which may not be available to investors. There is no obligation on any DB Affiliate to disclose to any investor any such information.

Notwithstanding the above, the Board of Directors believes that these divergences or conflicts can be adequately managed, and expect that the Counterparty will be suitable and competent to provide such services and will do so at no further cost to the Company which would be the case if the services of a third party were engaged to provide such services.

### **5.13 Listing and Trading of Shares on the SGX-ST**

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

In particular, the trading of Shares 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 investors will not be able to purchase or sell Shares on the SGX-ST during any period that the SGX-ST suspends trading in the Shares. The subscription and redemption of Shares via the Approved Participant (if applicable) may also be suspended in the event that the trading of Shares on the SGX-ST is suspended.

Further, as the SGX-ST imposes certain requirements for the continued listing of securities, including the Shares, on the SGX-ST, there can be no assurance that the Fund will continue to meet the requirements necessary to maintain the listing of Shares 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 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. In the event that the Shares are delisted from the SGX-ST or that the CDP is no longer able to act as the depository for the Shares listed on the SGX-ST for whatever reasons, the Shares in the investors' securities accounts with the CDP or held by the CDP will be compulsorily repurchased by the Market Maker at a price calculated by reference to the Net Asset Value of the Fund calculated as of the second Singapore trading day following the delisting date, and at such terms and conditions as may be approved by the relevant authorities (where required).



#### **5.14 Risks Associated with Index Replication Costs of the OTC Swap Transaction(s)**

The Swap Counterparty may enter into hedging transactions in respect of the OTC Swap Transaction(s). According to the OTC Swap Transaction(s) entered into between the Fund and the Swap Counterparty, the Fund shall receive the performance of the Index adjusted to reflect certain index replication costs associated with (i) the buying and selling and any borrowing and/or financing by the Swap Counterparty of the constituents of the Index in order to replicate the Index performance; or (ii) financing charges incurred to safeguard against severe market movements of the constituents of the Index; (iii) unexpected financing costs in the event of severe markets movements; or (iv) custody or other related costs incurred by the Swap Counterparty in relation to holding the constituents of the Index; or (v) taxes or other duties imposed on the buying or selling of the constituents of the Index; or (vi) taxes imposed on any income derived from the constituents of the Index; or (vii) any other transactions performed by the Swap Counterparty in relation to the constituents of the Index. These index replication costs may affect the ability of the Fund to achieve its Investment Objective. As a result, the attention of investors is drawn to the fact that (x) the Net Asset Value of the Fund may be adversely impacted by any such adjustments to the valuation of the OTC Swap Transaction(s); (y) the potential negative impact on the Fund's performance that investors may suffer as a result of any such adjustments could depend on the timing of their investment in and/or divestment from the Fund; and (z) the magnitude of such potential negative impact on the performance of the Fund may not correspond to an investor's profit or loss arising out of such investor's holding in the Fund as a result of the potential retroactive effect of any such costs, including those arising from changes in taxation in certain jurisdictions.

**Investors should note that the risk factors as described in this Singapore Prospectus, the Prospectus and the Product Annex are not intended to be exhaustive and there may be other considerations that should be taken into account in relation to an investment. Investors should consult their own independent advisers before considering an investment in the Shares.**

#### **6. Subscription of Shares**

This Singapore Prospectus describes and offers for subscription the Shares of Class 2D of the Fund.

There are two (2) corresponding methods of investment in the Shares of Class 2D.

The Shares of Class 2D may either be subscribed in accordance with paragraph 6.1 below or be purchased via the SGX-ST in accordance with paragraph 6.2 below. Most of the trading activity in respect of the Shares of Class 2D is expected to occur on the SGX-ST.

## 6.1 Subscription via the Approved Participants

To facilitate the launch of Class 2D of the Fund, Deutsche Bank AG, acting through its London Branch (as **Distributor** of the Fund) has injected seed capital by purchasing Shares of Class 2D of the Fund, on or around the Launch Date<sup>10</sup>. At the same time as other investors purchase Shares, the Distributor may sell its Shares and thereby withdraw the seed capital. Shares held for market making or other purposes will remain unaffected. The Distributor may from time to time at its discretion appoint sub-distributors (which are "**Approved Participants**") from whom it may accept subscription and redemption orders from investors and who will make a continuous over-the-counter market in the Shares.

Accordingly, applications for the Shares may be made through the Distributor or the Approved Participants of the Fund in Singapore. As at the date of this Singapore Prospectus, the Distributor has appointed Deutsche Bank AG (Singapore branch)<sup>11</sup> as the Approved Participant for the Fund in Singapore. It is expected that most subscriptions for Shares will be made through the Approved Participant in Singapore.

Where requests for subscriptions are received by the Approved Participant on or before 4.00 p.m. (Singapore time) on a Singapore Business Day<sup>12</sup>, the Approved Participant will endeavour to forward the subscription request to the Distributor for onward transmission to the Registrar and Transfer Agent before 5.00 p.m. (Central European Time) on a Transaction Day<sup>13</sup> being coincident with or immediately following the relevant Singapore Business Day (or such other time on such other day(s) as may be determined by the Company) (the "**Dealing Deadline**"). *Investors should note that the subscription of Shares via the Approved Participant will be subject to the Approved Participant being open for business, and also to the subscription procedures and dealing deadlines of the Approved Participant. Investors should also note that the Approved Participant may impose an earlier dealing or payment cut-off time than that specified in this Singapore Prospectus. Investors should therefore check with the Approved Participant for further details.*

Applications received and accepted by the Registrar and Transfer Agent by the Dealing Deadline will be effected on the basis of the Net Asset Value per Share calculated on the Valuation Day that corresponds to such Transaction Day. Any applications received by the Registrar and Transfer Agent after the Dealing Deadline on the relevant Transaction Day will be deferred to the next Transaction Day and processed on the basis of the Net Asset Value per Share calculated on the Valuation Day that corresponds to such next Transaction Day.

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<sup>10</sup> "**Launch Date**" means the date on which the Company issues Shares relating to a sub-fund for the first time in exchange for the subscription proceeds. In respect of Class 2D, the Launch Date means 14 December 2009.

<sup>11</sup> The Company is a fund promoted by Deutsche Bank Luxembourg S.A., Deutsche Bank Luxembourg S.A. and the Management Company DB Platinum Advisors are wholly owned subsidiaries of Deutsche Bank AG, thus they are related companies. *Investors should refer to the potential conflicts of interest in paragraph 13 of this Singapore Prospectus for further details.*

<sup>12</sup> "**Singapore Business Day**" means a day (other than a Saturday) on which banks in Singapore are open for normal banking business.

<sup>13</sup> "**Transaction Day**" means a Luxembourg Banking Day on which subscriptions for, conversions from and redemptions of Shares can be made in order to be dealt with by the Registrar and Transfer Agent, as described under the sections headed "ISSUE OF SHARES AND SUBSCRIPTION", "CONVERSION OF SHARES" and "REDEMPTION OF SHARES" in the Prospectus.

Subscriptions for Shares are expected to take place in cash. Settlement of subscriptions will normally be no later than five (5) Business Days following the relevant Transaction Day, unless otherwise specified in the Product Annex. *Payment for subscription proceeds and the settlement procedure may be subject to the manner as may from time to time be prescribed by the Approved Participant for the Fund. Investors should check with the Approved Participant for further details.*

A confirmation note detailing the investment amount and the number of Shares allotted will normally be sent within five (5) Business Days following the relevant Valuation Day.

**Investors should note that the Board of Directors may in its sole and absolute discretion refuse any application made for Shares in the Fund. The Board of Directors reserves the right to reject, in its sole and absolute discretion, in whole or in part, any direct or indirect application for Shares; and the Board of Directors and the Distributor may, in their sole and absolute discretion, cancel any direct or indirect application for Shares if *for instance* the applying investors do not settle their subscriptions within a reasonable period (as determined by the Board of Directors or the Distributor) after the relevant settlement period.**

#### **6.1.1 Form of Shares**

Shares subscribed via subscriptions to the Company may be issued either in the form of Registered Shares or Bearer Shares. Bearer Shares are represented by a Global Share Certificate.

##### Registered Shares

The Shares can be issued in registered form and the Shareholders' register is conclusive evidence of the ownership of such Shares. In respect of Registered Shares, fractions will be issued and rounded up to three (3) decimal places, unless otherwise provided in the Product Annex. Any rounding may result in a benefit for the relevant Shareholder or the Fund.

*Investors should note that the Approved Participant may provide a nominee service for persons who invest in the Fund through them. Where investors make use of such service, the nominee will hold Shares in its name for and on behalf of the investors and the nominee will be entered in the register of Shareholders as the Shareholder of the relevant Shares and will be the only person recognised as having an interest in the relevant Shares.*

##### Bearer Shares represented by Global Share Certificates

The Board of Directors may decide to issue Bearer Shares represented by one or more Global Share Certificates (as will be specified in the Product Annex).

Any fractions of Shares can be allotted and issued unless the Shareholder holds Shares through a Clearing Agent such as in the case of Bearer Shares represented by a Global Share Certificate.

Further information in respect of Bearer Shares represented by Global Share Certificates and their respective processing procedures is available from the Registrar and Transfer Agent and/or the Approved Participant.

Please refer to the "ISSUE OF SHARES AND SUBSCRIPTION" section of the Prospectus for further details on the subscription terms and procedure.

### **6.1.2 Minimum Initial Subscription Amount and Minimum Subsequent Subscription Amount for Singapore Offer**

	<b>Class 2D</b>
Minimum initial subscription amount	USD 100,000
Minimum subsequent subscription amount	USD 100,000

*Investors should note that the Approved Participant may impose higher minimum subscription requirements than that specified in this Singapore Prospectus. Investors should therefore check with the Approved Participant for further details.*

### **6.1.3 Issue Price**

The Shares of Class 2D of the Fund will be available for subscription on any Transaction Day.

The issue price per Share of Class 2D ("**Issue Price**") is calculated on a forward pricing basis. Shares of the Fund will be offered at a price corresponding with the Net Asset Value per Share on the relevant Transaction Day calculated on the related Valuation Day plus any upfront sales charges (if specified in the Product Annex).

**Investors should note that the Approved Participant will make a continuous over-the-counter market in the Shares. As a consequence, the attention of prospective investors is drawn to the fact that their subscription orders placed through the Approved Participant may not be filled at a price equal to the Net Asset Value per Share but at a price based on the Net Asset Value per Share plus any bid-ask spread that the Approved Participant may take for such Share. The Approved Participant has no obligation to fill subscription orders for Shares at prices equal to their Net Asset Values although it may at its sole discretion choose to do so upon specific requests by investors. Investors should check with the Approved Participant for further details.**

### 6.1.4 Numerical Example of How Shares in each Class are Allotted

#### Class 2D

The number of Shares allotted based on an investment amount of USD 100,000 at the Net Asset Value per Share of USD 2 is calculated as follows:

e.g.	<b>USD 100,000</b>	-	<b>USD 20,000</b>	=	<b>USD 80,000</b>
	Investment amount		Upfront Subscription Sales Charge of USD 20,000*		Net investment amount
	<b>USD 80,000</b>	/	<b>USD 2</b>	=	<b>40,000 Shares</b>
	Net investment amount		Net Asset Value per Share (= Issue Price per Share)		Number of Shares allotted <sup>^</sup>

\* Assuming an Upfront Subscription Sales Charge (which will revert to the Distributor) of USD 20,000. Investors should note that the Upfront Subscription Sales Charge may not be USD 20,000 and should refer to paragraph 4 above for more details on the Upfront Subscription Sales Charge that will be payable on their subscription.

<sup>^</sup> Investors should note that any fractions of Shares will be issued and (if applicable) rounded as described in paragraph 6.1.1.

**Investors should note that the Issue Price per Share will vary in line with the Net Asset Value of the Fund. Investors should note that the above example is purely hypothetical and is not a forecast or indication of any expectation of performance. The above example is to illustrate how the number of Shares to be allotted based on the above investment amount and Issue Price per Share will be calculated.**

### 6.1.5 Minimum Fund Size

If the Net Asset Value of the Fund or a Class of Shares on a given Valuation Day shall become less than USD 50,000,000 (the “**Minimum Net Asset Value**”), the Company may in its discretion, redeem all of the relevant Shares then outstanding (as described in full detail under the heading “Termination of Sub-Funds” in the “GENERAL INFORMATION ON THE COMPANY AND THE SHARES - *The Company*” section of the Prospectus).

### 6.1.6 Return of Contributions

The Board of Directors reserves the right not to issue Shares in a Class or (where applicable) the Classes and to return the application monies received (without interest) to investors within fourteen (14) Business Days from the day on which such application monies are received, if the Net Asset Value of the Fund or Class of Shares on a given Valuation Day shall become less than the Minimum Net Asset Value or the Board of Directors is of the opinion that it is not in the interests of investors or not commercially viable to proceed with the Fund or issue of the Shares.

For the avoidance of doubt, no interest will be payable on such amount prior to their return to the investors.

## **6.2 Purchase via the SGX-ST**

The Shares of the Fund will be created in Europe before being transferred to the securities account of the market maker of the Fund for purpose of listing on the SGX-ST.

### *The 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 Shares in the secondary market on the SGX-ST. As of the date of this Singapore prospectus, Deutsche Bank AG, acting through its London Branch has been appointed by the Company to act as the market maker of the Shares on the SGX-ST. The obligations of Deutsche Bank AG, acting through its London Branch (or such other market maker(s) for the Shares on the SGX-ST as may be appointed by the Company from time to time) (the “**Market Maker(s)**”) include quoting, on a continuous basis, bid prices to potential sellers and offer prices to potential buyers for the 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 Market Maker(s). The Market Maker(s) accordingly aim to facilitate the efficient trading of the Shares by providing liquidity in the secondary market when it is required in accordance with the market making requirements of the SGX-ST.

For so long as the Shares are listed, quoted and traded on the SGX-ST, the Company shall ensure that at least one market maker who is approved and registered by the SGX-ST as a market maker of the Fund is appointed at all times. Any change to the Market Maker(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 in the event that there is not at least one market maker who is able to fulfil its duties of providing an adequately liquid market for the Shares. Investors should refer to paragraph 7.2 of this Singapore Prospectus for more details relating to the Market Maker(s) in connection with the Fund.

For the avoidance of doubt, the Company shall not be liable for anything done or omitted or any loss suffered or incurred whatsoever by any person in the event that any market maker is not fulfilling its duties to provide for an adequately liquid market for the Shares in accordance with the market making requirements of the SGX-ST.

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

An investor may buy and sell the Shares on the SGX-ST during normal trading hours on any trading day on which the SGX-ST is open for trading.

The Shares traded on the SGX-ST will be transacted on the SGX-ST on a willing-buyer-willing seller basis at market prices throughout the trading day of the SGX-ST. **Investors should note that market prices for the Shares may be different from their Net Asset Values. The price of any Shares traded on the SGX-ST will depend *inter alia* on market supply and demand, movements in the value of the Underlying Asset as well as other factors such as prevailing financial market, corporate, economic and political conditions.**

The trading of the Shares will be in accordance with the SGX-ST's rules and guidelines governing the clearing and settlement of trades in securities. In particular, Shares will be deposited, cleared and settled by the depository, namely the CDP. Therefore, an investor who wishes to purchase or trade Shares on the SGX-ST must (if 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 Shares deposited in his securities account with the CDP. **Shares will be held in book-entry form which means that no share certificates will be issued.**

*The persons named as the depositors in the depository register shall, for such period as the book-entry Shares are entered against their names in the depository register, be deemed to be the beneficial Shareholders of the amount of the book-entry Shares entered against their respective names in the depository register of the CDP. Accordingly, the CDP will be recognised as the legal owner of such Shares and investors owning such Shares in the CDP are the beneficial owners of such Shares as shown on the records of the CDP.*

There is no minimum investment for Shares quoted and traded on the SGX-ST although Shares will generally be purchased in "board lots" of 10 Shares.

The Shares will be traded on the SGX-ST in USD. Unless otherwise provided in the Product Annex, such purchase of Shares will take place in cash. The Company does not charge any subscription fee for purchases of Shares on the SGX-ST.

Orders to buy Shares through the SGX-ST can be placed via a stockbroker in the same way as investors may buy shares in companies listed on the SGX-ST. *Such orders to buy Shares and/or transfers of Shares to an investor's 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.*

#### **Compulsory Repurchase**

**Investors should note that in the event that the Shares are delisted from the SGX-ST or that the CDP is no longer able to act as the depository for the Shares listed on the SGX-ST for whatever reasons, the Shares in the investors' securities accounts with the CDP or held by the CDP will be compulsorily repurchased by the Market Maker. Please refer to paragraph 5.13 of this Singapore Prospectus for further details, including the price at which the Shares will be compulsorily repurchased.**

## 6.2.1 Clearance and Settlement

### Introduction

For the purpose of trading on the SGX-ST, a board lot for the Shares will comprise of 10 Shares. The 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 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 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.

It is expected that the Shares will be credited or debited into the securities accounts of the relevant investors within three (3) market days after the transaction date on which the Shares are purchased or sold by the investors through the SGX-ST.

### Clearance and Settlement under the Depository System

The 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 Shareholders in respect of the number of Shares credited to their respective securities accounts. **Investors should note that Shares purchased via the SGX-ST may not be withdrawn from the CDP and no share certificates will be issued or available to investors.**

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

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. 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 S\$10.00 transfer fee payable to the CDP. All persons trading in the Shares through the SGX-ST should ensure that the relevant Shares have been credited into their securities accounts, prior to trading in such Shares, since no assurance can be given that the Shares can be credited into the securities account in time for settlement following a dealing. In particular, should a subscription and redemption occur on the same trading day, it may not be possible to determine whether Shares have been credited into a securities account before debiting the securities account. If the 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.



### Clearing Fees

A clearing fee for the trading of Shares on the SGX-ST is payable at the rate of 0.04% of the transaction value, subject to a maximum of S\$600.00 per transaction. The clearing fee, fees relating to instruments of transfer, deposit fee and unit withdrawal fee may be subject to goods and services tax (GST) (currently 7.0%).

Dealings in the Shares will be carried out in USD per Share and will be effected for settlement in the CDP on a scripless basis. Settlement of trades on a normal "ready" basis on the SGX-ST generally takes place on the third market day following the transaction date. The CDP holds securities on behalf of investors in securities accounts. An investor may open a direct account with the CDP or a sub-account with any CDP depository agent. A CDP depository agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

Further details on subscription of Shares in the Fund can be found under the heading "ISSUE OF SHARES AND SUBSCRIPTION" in the Prospectus.

## **7. Redemption of Shares**

There are two (2) corresponding methods of redemption of Shares of Class 2D.

Shares of Class 2D may either be redeemed in accordance with paragraph 7.1 below or be sold via the SGX-ST in accordance with paragraph 7.2 below. Most of the trading activity in respect of the Shares of Class 2D is expected to occur on the SGX-ST.

### **7.1 Redemption via the Approved Participants**

Shareholders who wish to have all or part of their Shares redeemed by the Company may apply to the Distributor or the Approved Participant of the Fund in Singapore for redemption on any Transaction Day. It is expected that most redemptions of Shares will be submitted through the Approved Participant in Singapore. No fractions of Shares can be redeemed unless otherwise specified in the Product Annex.

Where requests for redemption are received by the Approved Participant on or before 4.00 p.m. (Singapore time) on a Singapore Business Day, the Approved Participant will endeavour (in each case, without responsibility to any Shareholder) to forward the redemption request to the Distributor for onward transmission to the Registrar and Transfer Agent before the Dealing Deadline as set out in paragraph 6.1 of this Singapore Prospectus.

*Investors should note that redemption via the Approved Participant will be subject to the Approved Participant being open for business, and also to the redemption procedures and dealing deadlines of the Approved Participant. The Approved Participant may impose different dealing deadlines for investors who deal through such distributors and generally, any redemption request through the distributors in Singapore for redemption on any Transaction Day shall be delivered to the distributors three (3) Singapore Business Days prior to the Transaction Day.*

Any request received by the Registrar and Transfer Agent after the Dealing Deadline on the relevant Transaction Day will be deferred to the next Transaction Day and processed on the basis of the Net Asset Value per Share calculated on the Valuation Day that corresponds to such next Transaction Day.

Prices of Shares are calculated on a forward pricing basis. The Redemption Proceeds correspond to the Net Asset Value per Share (less any applicable fees or costs) and the Net Asset Value per Share is calculated on the relevant Valuation Day. Applications for redemption of Shares received by the Registrar and Transfer Agent in respect of any Transaction Day before the Dealing Deadline, if accepted, will be effected on the basis of the Net Asset Value per Share as at the Transaction Day calculated on the related Valuation Day.

**Investors should note that the Approved Participant will make a continuous over-the-counter market in the Shares. As a consequence, the attention of prospective investors is drawn to the fact that their redemption orders placed through the Approved Participant may not be filled at a price equal to the Net Asset Value per Share but at a price based on the Net Asset Value per Share minus any bid-ask spread that the Approved Participant may take for such Share. The Approved Participant has no obligation to fill redemption orders for Shares at prices equal to their Net Asset Values although it may at its sole discretion choose to do so upon specific requests by investors. Investors should check with the Approved Participant for further details.**

Redemptions will be made in cash unless otherwise specified in the Product Annex. Redemption proceeds will be paid to the investors in Singapore in the manner as may from time to time be prescribed by the Approved Participant for the Fund. Investors should check with the Approved Participant for further details.

#### 7.1.1 Minimum Holding Requirement and Minimum Redemption Amount

	Class 2D Share(s)
Minimum Holding Requirement	1
Minimum Redemption Amount	1

In the event that: (1) the Net Asset Value of the Fund or any Share Class declines to, or fails to reach, at any time, the Minimum Net Asset Value; (2) the Board of Directors deems it appropriate because of changes in the economical or political situation affecting the Fund or any Share Class; or (3) the Board of Directors deems it appropriate because it is in the best interest of the relevant Shareholders of the Fund or the Share Class, the Board of Directors may redeem all (but not some) of the outstanding Shares of the Fund or the Share Class at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses), calculated on the Valuation Day specified as the effective date for such redemption. The Company shall serve a notice to the Shareholders of the Fund or the Share Class in writing and/or by way of publication in newspapers in accordance with the Articles of Incorporation prior to the effective date for the compulsory

redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

If it shall come to the Company's attention that the Shares are beneficially owned by a Prohibited Person or US Person (each as defined in the Prospectus) or any person holding Shares of a Class which he is not qualified to invest in (as further described under "REDEMPTION OF SHARES - *Procedure for Direct Redemption*" in the Prospectus), the Company may also in its discretion compulsorily redeem such Shares. Please also refer to the "INTRODUCTION - *Selling and Transfer Restrictions*" section of the Prospectus for further details.

Please refer to the paragraphs relating to "Redemption Size" and "Procedure for Direct Redemption" under "REDEMPTION OF SHARES" and "The Company - *Termination of Sub-Funds*" under "GENERAL INFORMATION ON THE COMPANY AND THE SHARES" in the Prospectus for further details.

### 7.1.2 Numerical Example of Calculation of Redemption Proceeds

#### Class 2D

Based on a hypothetical redemption of 1,000 Shares at a Net Asset Value of USD 2 per Share, the redemption proceeds payable to the Shareholder will be calculated as follows:

e.g.	<b>1,000 Shares</b>	x	<b>USD 2</b>	=	<b>USD 2,000</b>
	Shares redeemed		Net Asset Value per Share (= redemption price per Share)		Gross redemption proceeds
	<b>USD 2,000</b>	-	<b>USD 20,000</b>	=	<b>USD 0</b>
	Gross redemption proceeds		Redemption Charge of USD 20,000*		Net redemption proceeds

\*Assuming a Redemption Charge (which will revert to the Distributor) of USD 20,000. Investors should note that the Redemption Charge may not be USD 20,000 and should refer to paragraph 4 above for more details on the Redemption Charge that will be payable on their redemption.

**Investors should note that the actual redemption price will vary in line with the Net Asset Value of the Fund. The above example is purely hypothetical and is not a forecast or indication of any expectation of performance. The above example is to illustrate how the redemption proceeds will be calculated.**

### 7.1.3 Payment of Redemption Proceeds

Redemption Proceeds will normally be paid within six (6) Singapore Business Days (or such other period as may be determined by the Company in accordance with the applicable laws) following the Transaction Day, unless the redemption of Shares has been suspended in accordance with the section under the heading "REDEMPTION OF SHARES – *Temporary Suspension of Redemption*" in the Prospectus. The Company is entitled to delay payment for a further five (5) Business Days if such delay is in the interest of the remaining Shareholders.

Further details on redemption of Shares in the Fund are set out under the section headed "REDEMPTION OF SHARES" in the Prospectus.

## 7.2 Sale via the SGX-ST

Shareholders who acquire their Shares on the SGX-ST may sell their Shares on the SGX-ST during normal trading hours on any trading day on which the SGX-ST is open for trading.

Shares traded on the SGX-ST will be transacted on the SGX-ST on a willing-buyer-willing seller basis at market prices throughout the trading day of the SGX-ST. *Investors should note that market prices for Shares may be different from their Net Asset Values. The price of any Shares traded on the SGX-ST will depend inter alia on market supply and demand, movements in the value of the Underlying Asset as well as other factors such as prevailing financial market, corporate, economic and political conditions.*

The trading of the Shares will be in accordance with the SGX-ST's rules and guidelines governing the clearing and settlement of trades in securities. Please refer to paragraph 6.2.1 above for information on clearance and settlement of trades in securities.

There is no minimum holding or redemption for Shares quoted and traded on the SGX-ST although Shares will generally be sold in "board lots" of 10 Shares.

The Company does not charge any redemption fee for sales of Shares on the secondary market on the SGX-ST.

Orders to sell Shares through the SGX-ST can similarly be placed via a member firm or stockbroker. *Such orders to sell Shares may incur costs over which the Company has no control.*

**Investors should note that there can be no assurance that a liquid secondary market on the SGX-ST will exist for the Shares. The trading prices of Shares on the SGX-ST may differ in varying degrees from their daily Net Asset Values and can be affected by market forces such as supply and demand, economic conditions and other factors. For so long as the Shares are listed, quoted and traded on the SGX-ST, the Company shall ensure that at least one (1) market maker is appointed at all times to provide for an adequately liquid market for the Shares on the SGX-ST. 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 Shares and the prices at which they sell 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 Fund in respect of such profits.**

**8. Conversions of Shares**

Shareholders are currently not entitled to convert all or part of their Shares into shares relating to other sub-funds of the Company or Classes of Shares of the same Fund.

**9. Temporary Suspension of Calculation of Net Asset Value and of Issues, Redemptions and Conversions**

The Company may suspend the calculation of the Net Asset Value of the Fund, Shares and/or a Class of Shares and the issue, redemption and conversion of Shares during certain circumstances. Details of such temporary suspension are set out under the headings "ADMINISTRATION OF THE COMPANY – *Temporary Suspension of Calculation of Net Asset Value and of Issues, Redemptions and Conversions*" and "REDEMPTION OF SHARES – *Temporary Suspension of Redemption*" in the Prospectus.

For so long as the Shares are listed on the SGX-ST, the Company may suspend the issue and redemption of Shares during *inter alia*:

- (a) any period when the SGX-ST is closed (otherwise than for ordinary holidays);
- (b) any period when dealings of the Shares on the SGX-ST are restricted or suspended; or
- (c) any period when settlement or clearing of securities in the CDP is disrupted.

**10. Obtaining Price Information**

For so long as the Shares are listed on the SGX-ST, the daily Net Asset Value of the Fund and Net Asset Value per Share will normally be displayed on the Fund's website at [www.dbxtrackers.com.sg](http://www.dbxtrackers.com.sg) by close of business Singapore time on the next Transaction Day. The current indicative Net Asset Value per Share will also be displayed on the abovementioned website as far as it is practicable and on a best effort basis, which will be updated continuously throughout the trading period of the Shares on the SGX-ST of each Singapore Business Day.

Investors should note that the current indicative Net Asset Value per Share or of the Fund set out in the abovementioned website is merely indicative in nature and may be different from the actual Net Asset Value of the Shares or the Fund.

The Net Asset Value per Share will normally be published in The Straits Times and Lianhe Zaobao within 2 weeks after the relevant Transaction Day.

The trading (or the bid and ask) prices of the Shares will be quoted on the SGX-ST in USD, and if available, will be obtainable from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), Bloomberg and Reuters.

***Investors 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. In addition, the Management Company, the Fund and the Singapore Representative do not accept any responsibility for any errors, delays,***

***omissions or unavailability of such Net Asset Value in such publications or on the website, due to any technical or third parties' fault or such other factors beyond their control, or any errors in the prices published in the newspapers, or for any non-publication or late publication of prices and shall incur no liability in respect of any action taken or loss suffered by the investors in reliance upon such publications.***

## **11. Performance of the Class(es) and the Fund's benchmark**

### **11.1 Past performance of the Class(es) and the Fund's benchmark**

As Class 2D has been launched for less than one (1) year as at the date of this Singapore Prospectus, a track record of at least one (1) year is not available for Class 2D as at the date of this Singapore Prospectus.

The benchmark against which the performance of the Fund is measured is the MSCI Russia Capped Index.

### **11.2 Expense ratios of the Class(es)**

The expense ratio<sup>14</sup> for Class 2D as at 31 December 2009 is as follows:

<b>Class</b>	<b>Expense ratio</b>
Class 2D	0.65%

### **11.3 Turnover ratio of the Fund**

The turnover ratio<sup>15</sup> of the Fund as at 31 December 2009 is 1.76%.

<sup>14</sup> The expense ratio is calculated in accordance with the guidelines on disclosure of expense ratios issued by the Investment Management Association of Singapore (**IMAS**). The expense ratio for Class 1C is calculated based on figures in the Fund's latest audited accounts. The following expenses (where applicable) are excluded from the calculation of the above 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 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>15</sup> The method used for calculating the turnover ratio of the Fund is based on the method as prescribed under the Circular 2003/122 issued by the Commission de Surveillance du Secteur Financier of Luxembourg on 19 December 2003:

$$\text{Turnover ratio} = \frac{(\text{Total 1} - \text{Total 2})}{M} \times 100$$

With,

Total 1 = Total of securities transactions during the relevant period = X + Y, where X = purchases of securities and Y = sales of securities.

Total 2 = Total of transactions in shares of the Fund during the relevant period = S + T, where S = subscriptions of shares of the Fund and T = redemptions of shares of the Fund.

M = average monthly assets of the Fund.

**12. Soft Dollar Commissions/Arrangements**

The Management Company and the Investment Manager do not currently intend to receive soft dollar or cash commissions or other rebates from brokers or dealers in respect of transactions for the account of the Fund.

**13. Conflicts of Interest**

Investors should note that in addition to Deutsche Bank AG (please refer to the "RISK FACTORS – *Underlying Asset Risks: Potential Conflicts of Interest*" in the Prospectus for details on the potential conflicts of interest in respect of Deutsche Bank AG in relation to the Fund) it is also possible that the Management Company, the Investment Manager and the Custodian and any of their connected persons and the directors of the Company may hold Shares in the Fund from time to time. In such event, each of them may vote its own shares at, or being part of a quorum for, any meeting to approve any matter which it has a material interest in the business to be conducted in relation to the Fund. Whilst this may give rise to potential or actual conflicts of interests, the relevant parties shall endeavour to resolve any such conflicts promptly and fairly, having regard, among other things, to the best interest of the Shareholders of the Fund.

**14. Reports**

The Company's financial year ends on 31 December each year. Audited annual accounts and reports and unaudited semi-annual accounts and reports in euro ("EUR") will be made available on the Fund's website at [www.dbxtrackers.com.sg](http://www.dbxtrackers.com.sg).

Once issued, the accounts will be made available for inspection at the Singapore Representative's office free of charge during normal Singapore business hours.

Further details on reports are set out under the heading "GENERAL INFORMATION ON THE COMPANY AND THE SHARES – *The Company: Annual, Semi-Annual and Quarterly Reports*" in the Prospectus.

**15. Certain Singapore Tax Considerations**

The following discussion is a summary of the material Singapore income tax consequences of the purchase, ownership, disposal and redemption of Shares to a holder of such Shares who is a tax resident in Singapore. This discussion does not purport to be a comprehensive description of all of the Singapore tax considerations that may be relevant to a decision to purchase, own or dispose of Shares and does not purport to deal with the Singapore tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rules. Prospective investors of Shares should consult their own tax advisers as to the Singapore or other tax consequences of the purchase, ownership or disposal of Shares including, in particular, the effect of any foreign, state or local tax laws to which they are subject. Each prospective investor should inform himself of, and where appropriate take advice on, the taxes applicable to the acquisition, holding and redemption of Shares by him under the laws of the places of his citizenship, residence and domicile. The Company does not accept responsibility for any tax effects or liabilities resulting from the acquisition, holding or disposal of Shares.

Under present Singapore tax law and practice as of the date of registration of this Singapore Prospectus:-

Dividend distributions

Individuals resident in Singapore will be exempt from Singapore tax on all foreign-sourced income received in Singapore on or after 1 January 2004, other than income received through a partnership in Singapore. Accordingly, individual investors should generally be exempt from Singapore tax on dividend distributions received from the Fund.

Tax exemption may be available to Singapore resident entities (not being individuals) on foreign-sourced dividends received by them, subject to certain conditions being met. Generally, for the tax exemption to apply, the foreign-sourced dividends, or the underlying profits of the Company from which the dividends are paid, must be subject to tax in the country from which the dividends are paid and the headline tax rate in that country must be at least 15%. If the conditions for exemption are not met, Singapore tax at 17% is payable on the foreign-sourced dividends received in Singapore by the Singapore resident entity.

Sale or redemption of the Shares

Singapore currently does not 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 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 regards as the carrying on of a trade or business in Singapore.

In addition, investors who apply, or who are required to apply, the Singapore Financial Reporting Standard 39 Financial Instruments - Recognition and Measurement ("**FRS 39**") for the purposes of Singapore income tax may be required to recognise gains or losses (not being gains or losses in the nature of capital) in accordance with the provisions of FRS 39 (as modified by the applicable provisions of Singapore income tax law) even though no sale, disposal or redemption of Shares is made.

Further details on the taxation on the Company and on the Shareholders are set out under "GENERAL TAXATION" in the Prospectus.

**16. Queries and Complaints**

Investors may contact the Singapore Representative of the Fund at telephone number (65) 6238 8868 to seek any clarification regarding the Fund.



## 17. Other Material Information

### 17.1 Borrowings

The Company may borrow for the account of the Fund, up to 10% of the Net Asset Value of the Fund provided that such borrowing is on a temporary basis. Such borrowing may be used for liquidity purposes (e.g. to cover cash shortfall caused by mismatched settlement dates on purchase and sale transactions, finance repurchases or pay fees reverting to a service provider). The assets of the Fund may be charged as security for any such borrowings in accordance with the principle of segregation of assets and liabilities provided by Article 133(5) of the Law (as defined in the Prospectus).

The Company may not borrow for investment purposes.

### 17.2 The Index

The Index is calculated and maintained by MSCI INC. ("**MSCI**") and is a custom market capitalisation weighted index. The Index is composed of the constituents of Russia's standard index, the MSCI Russia Index (the "**Parent Index**"), and this currently includes Russia only. Constituents whose weights are greater than 25% are capped daily and quarterly (at the Quarterly Index Review "**QIR**") to 20%. The remaining constituents are weighted according to their free float-adjusted market capitalisation applicable to foreign investors as a percentage of the remaining non-capped weight. If no issuers have weights exceeding the daily limits or QIR limits, then all issuers are weighted according to their free float adjusted market capitalisation in the Parent Index, which represents about 85% (+/- 5%) of Russia's investable equity universe.

Whenever MSCI changes the country constituents of the Parent Index, the constituent countries of the Index will change accordingly. Changes in the constituent companies of the MSCI standard country indices that comprise this Index will also be reflected in this Index.

Effective at the open of each QIR, which in general coincides with the first business day of March, June, September and December, if the weight of any issuer in the Parent Index is greater than 25%, its weight will be capped to 20%. The remaining issuers are weighted according to their free float adjusted market capitalisations applicable to foreign investors as a percentage of the remaining non-capped weight (i.e., original weight divided by the difference of 100 minus the total capped weight). If no issuers have a weight greater than 25% then all issuers are weighted according to their free float adjusted market capitalisations applicable to foreign investors.

IPOs or similar intra-quarter events, with no link to an existing constituent, will trigger the same rebalance outcome as the above mentioned "QIR" driven rebalance.

Intra-quarter, issuer weights will fluctuate according to market movements. If at the close of any calculation date the weight of an issuer exceeds 25% of the Index, it will be capped to 20% by redistributing the excess weight proportionally to all remaining issuers in the Index. The weight redistribution mechanism shall be identical as above, but applied to current Index constituents' weights as opposed to Parent index constituents' weights.

MSCI defines "free float" as total shares excluding shares held by strategic investors and shares subject to foreign ownership restrictions.

The Index is calculated in US Dollars on an end of day basis. The Index level is set to 1000 on the base date of May 31, 2002.

### **Illustration**

Assuming the Parent Index comprises the following constituents with the following weights:

<b>Constituents</b>	<b>Weight</b>
A	40%
B	15%
C	15%
D	15%
E	15%

Since Constituent A's weight is greater than 20%, the weight of Constituent A will be capped to 20%. The weight of each of the remaining constituents will be weighted according to their free float-adjusted market capitalizations applicable to foreign investors as a percentage of the remaining non-capped weight as follows:

$$15/(100-40) * 80\% = 20\%$$

The weights of the 5 Constituents in the Index will be as follows:

<b>Constituents</b>	<b>Weight</b>
A	20%
B	20%
C	20%
D	20%
E	20%

Details on the Index can be found under the heading "General Description of the Underlying Asset" in the Product Annex.

Additional information on the Index, its composition, calculation and rules for periodic review and rebalancing and on the general methodology behind the MSCI indices can be obtained from [www.msctarra.com](http://www.msctarra.com). An English language version of the Index methodology is available to investors upon request at the Company's registered office.

### 17.3 Financial Derivative Instruments

The Fund may invest in over-the-counter derivative transactions as part of its investment policy. In particular, to provide the Shareholders with a return linked to the performance of the Underlying Asset, the Fund intends to invest in one or more over-the-counter index swap transaction(s) with the Swap Counterparty, as further described in the Product Annex.

The Fund may notionally invest an amount constituting up to 100% of its Net Asset Value in financial derivative instrument(s) in accordance with the UCITS Directive (as defined in the Prospectus). However, the Fund is subject to a maximum single counterparty risk exposure of 10% of the Net Asset Value of the Fund in relation to the Fund's OTC Swap Transaction. The Company may reduce such counterparty risk as further elaborated below.

#### Mitigation of Counterparty Risk Exposure

When applying the limits specified in sections 2.3 and 2.4 of the chapter "Investment Restrictions" in the main part of the Prospectus to the OTC Swap Transaction, reference must be made to the net counterparty risk exposure as determined pursuant to the Regulations (as defined in the Prospectus). In order to reduce its net counterparty risk exposure, the Company may in relation to any of its sub-funds use risk mitigation techniques such as netting and financial collateral techniques which are or would become authorised by the Regulations.

The Company may notably reduce the overall counterparty risk of each sub-fund's OTC Swap Transaction by causing the Swap Counterparty to deliver to the Custodian or to a third party bank collateral in the form of eligible financial assets and given in accordance with the Regulations. If the Swap Counterparty defaults on its obligations under the swap, such collateral will be enforceable by the Company at all times and will be marked to market on a daily basis. The amount of collateral to be delivered will be at least equal to the value by which the overall exposure limit as determined pursuant to the Regulations has been exceeded.

In this context, the Company may notably cause the Swap Counterparty to pledge certain of its assets, or certain accounts on which these assets are held, in favour of the Company in accordance with the provisions of appropriate collateral contractual documentation such as the Pledge Agreement (as defined in the Prospectus). These accounts may be opened in the books of, and the assets held thereon maintained by, one or more financial institutions which do not necessarily belong to the group of the Custodian and which are hence acting as Collateral Account Bank. These financial institutions may also be entrusted with certain collateral management functions and are hence acting as Collateral Manager pursuant to documentation such as the Collateral Management Agreement (as defined in the Prospectus).

The Company may also organise relevant collateral arrangements via any of the pooling techniques which are or would become authorised by the Regulations and which are compliant with the ring fencing principles among sub-funds as required by the Law. Such a collateral arrangement may in particular be organised through a global account opened in the name of the Swap Counterparty, which account would be pledged in favour of the Company acting on behalf of all or part of its sub-funds and the financial assets of which would be allocated among the sub-funds concerned so that each of the latter would be able to identify the specific financial assets held on such account which are pledged in its favour. The amount of collateral to be delivered under such arrangements will be such that the exposure to the Swap Counterparty is at least fully collateralised on a daily basis.

The Company may also reduce the overall counterparty risk of the Fund's OTC Swap Transaction by resetting the OTC Swap Transaction. The effect of resetting the OTC Swap Transaction is to reduce the marked to market of the OTC Swap Transaction and, thereby, reduce the net counterparty exposure to a percentage below the applicable rate.

Please refer to the section headed "INVESTMENT RESTRICTIONS - *Mitigation of Counterparty Risk Exposure*" in the Prospectus for more details. The collateral arrangement applicable to the Fund may vary from time to time. Information in relation to the outstanding collateral arrangement applicable to the Fund may be obtained by investors at the registered office of the Company.

General policies of the Company on the use of financial derivative instruments and details of the risks associated with the use of financial derivative instruments can be found in the sections headed "INVESTMENT RESTRICTIONS - *Risk management and limits with regard to derivative instruments and the use of techniques and instruments*", "RISK FACTORS - *General Risks: Valuation of the Underlying Asset and the Sub-Fund's assets*", "RISK FACTORS - *General Risks: Credit Risk*", "RISK FACTORS - *General Risks: Liquidity Risk*" and "RISK FACTORS - *General Risks: Use of Derivatives*" in the Prospectus. A summary of the risk management policy and procedures implemented by the Management Company and the Investment Manager in relation to the use of financial derivative instruments for investment purposes can be found in the section headed "INVESTMENT RESTRICTIONS - *Risk Management Policy for FDI*".

**Investors may obtain supplementary information relating to the risk management methods employed by the Management Company from the Company or the Singapore Representative.**

#### **17.4 Dividend Policy**

Subject to the provisions under "Investment Objective and Policy" of the Product Annex, a dividend will be paid on an annual basis which is expected to be during July. The amount of dividend to be paid will be determined at the discretion of the Board of Directors. Notwithstanding the above, dividends will only be paid to the extent that they are covered by income received from underlying investments.

Details on the general dividend policy of the Company can be found in the section headed "GENERAL INFORMATION ON THE COMPANY AND THE SHARES - *The Shares: Dividend policy*" in the Prospectus.

## 17.5 Determination of the Net Asset Value

### General Valuation Rules

The Net Asset Value of the Company is at any time equal to the total of the Net Asset Values of its sub-funds.

The Articles of Incorporation provide that the Board of Directors shall establish a portfolio of assets for each sub-fund of the Company (including the Fund) as follows:

- (i) the proceeds from the issue of each Share are to be applied in the books of the relevant sub-fund to the pool of assets established for such sub-fund and the assets and liabilities and incomes and expenditures attributable thereto are applied to such portfolio subject to the provisions set forth hereafter;
- (ii) where any asset is derived from another asset, such asset will be applied in the books of the relevant sub-fund from which such asset was derived, meaning that on each revaluation of such asset, any increase or diminution in value of such asset will be applied to the relevant portfolio;
- (iii) where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability will be allocated to the relevant portfolio;
- (iv) where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability will be allocated to all the sub-funds of the Company *pro rata* to the sub-funds' respective Net Asset Value at their respective Launch Dates;
- (v) upon the payment of dividends to the Shareholders in any sub-fund, the Net Asset Value of such sub-fund shall be reduced by the gross amount of such dividends.

The liabilities of the Fund shall be segregated from other sub-funds of the Company with third party creditors having recourse only to the assets of the Fund.

Any assets held in the Fund not expressed in the Reference Currency (as defined in the Prospectus) will be translated into the Reference Currency at the rate of exchange prevailing in a recognised market on the Business Day immediately preceding the Valuation Day.

The Net Asset Value per Share of a specific Class of Shares will be determined by dividing the value of the total assets of the Fund which are attributable to such Class of Shares less the liabilities of the Fund which are attributable to such Class of Shares by the total number of Shares of such Class of Shares outstanding on the relevant Transaction Day.

For the determination of the Net Asset Value of a Class of Shares the rules sub (i) to (v) above shall apply *mutatis mutandis*. The Net Asset Value per Share of each Class in the Fund will be calculated by the Administrative Agent in the Reference Currency of the relevant Class of Shares and, as the case may be, in other currencies for trading purposes as specified in the Product Annex by applying the relevant market conversion rate prevailing on each Valuation Day.

The assets and liabilities of the Fund are valued periodically as specified in the Prospectus and/or in the Product Annex.

The Net Asset Value per Share is or will be calculated on each Valuation Day. The Net Asset Value for the Fund will be determined on the basis of the last closing price on the Business Day immediately preceding the Valuation Day or the last available price from the market on which the investments of the Fund are principally traded.

The Net Asset Value per Share of the different Classes of Shares can differ within the Fund as a result of the declaration/payment of dividends, differing fee and cost structure for each Class of Shares. In calculating the Net Asset Value, income and expenditure are treated as accruing on a day to day basis.

The Company intends to declare dividends for the Distribution Shares (as defined in the Prospectus) only.

Shareholders owning Distribution Shares are entitled to dividends, which will be determined in accordance with the provisions set out in the Product Annex.

#### Specific Valuation Rules

The Net Asset Value of the Fund shall be determined in accordance with the following rules:

- (i) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as may be considered appropriate in such case to reflect the true value thereof;
- (ii) the value of all securities which are listed or traded on an official stock exchange or traded on any other Regulated Market (as defined in the Prospectus) will be valued on the basis of the last available prices on the Business Day immediately preceding the Valuation Day or on the basis of the last available prices on the main market on which the investments of the Fund are principally traded. The Board of Directors will approve a pricing service which will supply the above prices. If, in the opinion of the Board of Directors, such prices do not truly reflect the fair market value of the relevant securities, the value of such securities will be determined in good faith by the Board of Directors either by reference to any other publicly available source or by reference to such other sources as it deems in its discretion appropriate;

- (iii) securities not listed or traded on a stock exchange or a Regulated Market will be valued on the basis of the probable sales price determined prudently and in good faith by the Board of Directors;
- (iv) securities issued by open-ended investment funds shall be valued at their last available net asset value or in accordance with item (ii) above where such securities are listed;
- (v) the liquidating value of futures, forward or options contracts that are not traded on exchanges or on other organised markets shall be determined pursuant to the policies established by the Board of Directors, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other organised markets shall be based upon the last available settlement prices of these contracts on exchanges and organised markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such Business Day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable;
- (vi) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or using an amortised cost method; this amortised cost method may result in periods during which the value deviates from the price the Fund would receive if it sold the investment. The Management Company may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board of Directors. If the Board of Directors believes that a deviation from the amortised cost per Share may result in material dilution or other unfair results to Shareholders, the Board of Directors shall take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results;
- (vii) the swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows;
- (viii) all other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above subparagraphs would not be possible or practicable, or would not be representative of their fair value, will be valued at fair market value, as determined in good faith pursuant to procedures established by the Board of Directors.

## **17.6 Termination of the Fund**

The Fund may be terminated in the circumstances described in the section headed "GENERAL INFORMATION ON THE COMPANY AND THE SHARES - *The Company: Termination of Sub-Funds*" in the Prospectus.

## APPENDIX 1

The following is a list of other Singapore-recognised collective investment schemes managed by DB Platinum Advisors (as management company) and/or State Street Global Advisors Limited (as investment manager) as of the date of this Singapore Prospectus. *Investors should note that the list may be subject to change from time to time.*

### DB Platinum

- DB Platinum Agriculture Euro
- DB Platinum Branchen Stars
- DB Platinum Commodity Euro
- DB Platinum Commodity USD
- DB Platinum CROCI Alpha
- DB Platinum CROCI World Giants
- DB Platinum EMLIN™ Sovereign Bond Fund
- DB Platinum CROCI Asia Pacific Fund
- DB Platinum Commodity Harvest
- DB Platinum dbX-Macro Trading Index Fund
- DB Platinum Currency Returns Plus

### DB Platinum IV

- DB Platinum IV Balanced Currency Harvest Euro
- DB Platinum IV CROCI Alpha Pairs Sectors USD
- DB Platinum IV CROCI Euro
- DB Platinum IV CROCI Japan
- DB Platinum IV CROCI US
- DB Platinum IV Agriculture USD
- DB Platinum IV CROCI Global 130/30

### db x-trackers

- db x-trackers STERLING MONEY MARKET ETF
- db x-trackers US DOLLAR MONEY MARKET ETF
- db x-trackers S&P 500 INVERSE DAILY ETF
- db x-trackers MSCI TAIWAN TRN INDEX ETF
- db x-trackers FTSE/XINHUA CHINA 25 ETF
- db x-trackers FTSE VIETNAM ETF
- db x-trackers S&P CNX NIFTY ETF
- db x-trackers MSCI EUROPE TRN INDEX ETF
- db x-trackers EURO STOXX 50® ETF
- db x-trackers MSCI KOREA TRN INDEX ETF
- db x-trackers MSCI AC ASIA EX JAPAN TRN INDEX ETF
- db x-trackers MSCI EMERGING MARKETS TRN INDEX ETF
- db x-trackers MSCI EM ASIA TRN INDEX ETF
- db x-trackers MSCI BRAZIL TRN INDEX ETF
- db x-trackers MSCI WORLD TRN INDEX ETF
- db x-trackers MSCI PACIFIC EX JAPAN TRN INDEX ETF



- db x-trackers DBLCI - OY BALANCED ETF
- db x-trackers MSCI USA TRN INDEX ETF
- db x-trackers CSI300 INDEX ETF
- db x-trackers MSCI INDONESIA TRN INDEX ETF
- db x-trackers STOXX® GLOBAL SELECT DIVIDEND 100 ETF
- db x-trackers S&P 500 ETF
- db x-trackers S&P/ASX 200 ETF
- db x-trackers MSCI JAPAN TRN INDEX ETF
- db x-trackers MSCI MALAYSIA TRN INDEX ETF
- db x-trackers MSCI THAILAND TRN INDEX ETF
- db x-trackers MSCI CHINA TRN INDEX ETF
- db x-trackers MSCI INDIA TRN INDEX ETF
- db x-trackers DB COMMODITY BOOSTER DJ-UBSCI ETF
- db x-trackers DB COMMODITY BOOSTER LIGHT ENERGY BENCHMARK ETF

*db x-trackers II*

- db x-trackers II EONIA TOTAL RETURN INDEX ETF
- db x-trackers II IBOXX € SOVEREIGNS EUROZONE TOTAL RETURN INDEX ETF
- db x-trackers II IBOXX GLOBAL INFLATION-LINKED TOTAL RETURN INDEX HEDGED ETF
- db x-trackers II EMERGING MARKETS LIQUID EUROBOND INDEX ETF
- db x-trackers II USD IG INFLATION LINKED TREASURIES TOTAL RETURN INDEX ETF
- db x-trackers II IBOXX \$ TREASURIES TOTAL RETURN INDEX ETF
- db x-trackers II SINGAPORE MONEY MARKET ETF
- db x-trackers II AUSTRALIA MONEY MARKET ETF
- db x-trackers II MARKIT IBOXX ABF KOREA GOVERNMENT INDEX ETF
- db x-trackers II MARKIT IBOXX ABF SINGAPORE GOVERNMENT INDEX ETF
- db x-trackers II AUSTRALIA SSA BONDS TOTAL RETURN INDEX ETF

**db x-trackers**  
**Board of Directors**

Signed:

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Werner Burg  
Director  
(Signed by Jin Ne Quek  
as attorney for Werner Burg)

Signed:

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Klaus-Michael Vogel  
Director  
(Signed by Jin Ne Quek  
as attorney for Klaus-Michael Vogel)

Signed:

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Jacques Elvinger  
Director  
(Signed by Jin Ne Quek  
as attorney for Jacques Elvinger)

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# db x-trackers

Prospectus

October 2010

Deutsche Bank 

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## INTRODUCTION

### General

db x-trackers (the "**Company**") is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part I of the Luxembourg law of 20 December 2002 relating to undertakings for collective investment, as amended (the "**Law**"). The Company qualifies as an undertaking for collective investment in transferable Securities ("**UCITS**") under article 1(2) of the Council Directive 85/611/EEC of 20 December 1985 on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities as amended (amongst others) by the directives 2001/107/EC and 2001/108/EC (the "**UCITS Directive**") and may therefore be offered for sale in each member state of the European Union ("**EU Member State**"), subject to registration. The Company is presently structured as an umbrella fund to provide both institutional and retail investors with a variety of sub-funds (the "**Sub-Funds**" or individually a "**Sub-Fund**") of which the performance may be linked partially or in full to the performance of an underlying asset, such as, for instance, a basket of securities or an index (the "**Underlying Asset**"). The registration of the Company does not constitute a warranty by any supervisory authority as to the performance or the quality of the shares issued by the Company (the "**Shares**"). Any representation to the contrary is unauthorised and unlawful.

### Listing on a Stock Exchange

The purpose of the Company is for each of its Sub-Funds through having its Shares listed on one or more stock exchanges to qualify as an exchange traded fund ("**ETF**"). As part of those listings there is an obligation on one or more members of the relevant stock exchanges to act as market makers offering prices at which the Shares can be purchased or sold by investors. The spread between those purchase and sale prices may be monitored and regulated by the relevant stock exchange authority.

It is contemplated that application will be made to list certain Classes of Shares on (i) the Luxembourg Stock Exchange and/or (ii) the Frankfurt Stock Exchange and/or (iii) any other stock exchange.

The approval of any listing particulars pursuant to the listing requirements of the relevant stock exchange does not constitute a warranty or representation by such stock exchange as to the competence of the service providers or as to the adequacy of information contained in the listing particulars or the suitability of the Shares for investment or for any other purpose.

### Selling and Transfer Restrictions

None of the Shares has been or will be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"), or under the securities laws of any state or political sub-division of the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico (the "**United States**"), and such Shares may not be offered, sold or otherwise transferred in the United States. The Shares are being offered and sold in reliance on an exemption from the registration requirements of the 1933 Act pursuant to Regulation S thereunder. The Company has not been and will not be registered under the United States Investment Company Act of 1940, as amended, nor under any other United States federal laws. Accordingly, Shares are not being offered or sold within the United States or to or for the account of U.S. persons (as defined for purposes of the United States federal securities, commodities and tax laws, including Regulation S under the 1933 Act) (together "**US Persons**"). Subsequent transfers of Shares within the United States or to US Persons are prohibited (please see the compulsory redemption provisions under the section "Redemption of Shares - Procedure for Direct Redemption" below).

The Shares have not been approved or disapproved by the United States Securities and Exchange Commission (the "**SEC**") or any other regulatory agency in the United States, nor has the SEC or any other regulatory agency in the United States passed upon the accuracy or adequacy of this document (the "**Prospectus**") or the merits of the Shares. Any representation to the contrary is a criminal offence.

The United States Commodity Futures Trading Commission has not reviewed or approved this offering or any offering memorandum for the Company.

This Prospectus may not be distributed into the United States. The distribution of this Prospectus and the offering of the Shares may also be restricted in certain other jurisdictions.

No person is authorised to make any representation other than as contained in the Prospectus or in the documents referred to in the Prospectus (as defined under "**Definitions**"). Such documents are available to the public at the registered office of the Company which is located at, 49, avenue J.F. Kennedy, L-1855 Luxembourg.

Pursuant to the Global Distribution Agreement, the Management Company will appoint one distributor who will have the overall responsibility for marketing the Shares (the "**Distributor**"). The Global Distribution Agreement permits the Distributor to appoint other distributors or dealers for the distribution of Shares in certain jurisdictions (each a "**Sub-Distributor**") and to determine whether the selling or redemption commissions shall revert to the Distributor or to the Sub-Distributor(s). Shares may also be purchased directly from the Company on the terms as defined in the relevant product annex describing each Sub-Fund (the "**Product Annex**"). Information on the Sub-Distributors can be found in the country annex and/or the marketing material setting out information relevant for the jurisdictions in which the

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Shares are offered for subscription. The Sub-Distributors may not offset the orders received or carry out any duties connected to the individual processing of the subscription, redemption and conversion orders.

### **Marketing Rules**

Subscriptions can be accepted only on the basis of the latest available version of this Prospectus, which is valid only if accompanied by a copy of the Company's latest annual report (the "**Annual Report**") containing the audited accounts, semi-annual report (the "**Semi-annual Report**") and (where required by law or any applicable stock exchange listing rules) the quarterly report (the "**Quarterly Report**") provided such reports are published after the latest Annual Report. The Annual Report and the Semi-annual Report form an integral part of the Prospectus.

Prospective investors should review this Prospectus carefully, in its entirety and consult with their legal, tax and financial advisers in relation to (i) the legal and regulatory requirements within their own countries of residence or nationality for the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (ii) any foreign exchange restrictions to which they are subject in their own countries in relation to the subscribing, purchasing, holding, converting, redeeming or disposing of Shares; (iii) the legal, tax, financial or other consequences of subscribing for, purchasing, holding, converting, redeeming or disposing of Shares; and (iv) any other consequences of such activities. Investors that have any doubt about the contents of this document should consult their stockbroker, bank manager, solicitor, accountant, tax, or other financial adviser.

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, and the reports referred to above and, if given or made, such information or representation must not be relied upon as having been authorised by the Company. To reflect material changes, this document may be updated from time to time and investors should investigate whether any more recent Prospectus is available.

### **Responsibility for the Prospectus**

The Board of Directors has taken all reasonable care to ensure that at the date of publication of this Prospectus the information contained herein is accurate and complete in all material respects. The Board of Directors accepts responsibility accordingly.

### **Currency References**

All references in the Prospectus to "**USD**" refer to the currency of the United States of America; to "**Euro(s)**" or "**EUR**" refer to the currency of the member states of the European Union that adopt the single currency in accordance with the Treaty establishing the European Economic Community (signed in Rome on 25 March 1957), as amended; to "**JPY**" or "**Yen**" refer to the currency of Japan; to "**GBP**" refer to the currency of the United Kingdom, to "**CHF**" refer to the currency of Switzerland, to "**SEK**" refer to the currency of Sweden and/or such other currency as defined in the Product Annex.

### **Time**

All references in the Prospectus to time are to Central European Time (CET) unless otherwise indicated.

### **Date**

The date of this Prospectus is the date mentioned on the cover page.

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## Management & Administration

### Registered Office

db x-trackers  
49, avenue J.F. Kennedy  
L-1855 Luxembourg  
Grand Duchy of Luxembourg

### Board of Directors

**Werner Burg** (chairman of the Board of Directors), director  
Deutsche Bank Luxembourg S.A., 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

**Klaus-Michael Vogel**, member of the Management Board  
Deutsche Bank Luxembourg S.A., 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

**Jacques Elvinger**, partner  
Elvinger, Hoss & Prussen, 2, place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg.

### Custodian

State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

### Administrative Agent, Paying Agent, Domiciliary Agent and Listing Agent

State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

### Registrar and Transfer Agent

State Street Bank Luxembourg S.A., 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

### Management Company

DB Platinum Advisors  
2, boulevard Konrad Adenauer  
L-1115 Luxembourg  
Grand Duchy of Luxembourg

### Board of Directors of the Management Company

**Werner Burg**, Deutsche Bank Luxembourg S.A., 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

**Klaus-Michael Vogel**, Deutsche Bank Luxembourg S.A., 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

**Barbara Potocki-Schots**, Deutsche Bank Luxembourg S.A., 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg.

**Klaus Martini**, Wilhelm von Finck AG, Keferloh 1a, 85630 Grasbrunn, Germany.

**Freddy Brausch**, Linklaters LLP, 35, avenue John F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg.

### Investment Manager

State Street Global Advisors Limited  
20 Churchill Place, Canary Wharf  
London E14 5HJ  
United Kingdom

### Collateral Account Bank

The Bank of New York Mellon (Luxembourg) S.A., with registered office at 2-4 rue Eugène Ruppert, at L-2453 Luxembourg.



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**Collateral Manager**

The Bank of New York Mellon (Luxembourg) S.A., with registered office at 2-4 rue Eugène Ruppert, at L-2453 Luxembourg.

**Auditor of the Company**

Ernst & Young S.A.  
7, Parc d'Activité Syrdall  
L-5365 Münsbach  
Grand Duchy of Luxembourg

**Legal Advisers to the Company**

Elvinger, Hoss & Prussen  
2, place Winston Churchill  
L-1340 Luxembourg  
Grand Duchy of Luxembourg

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## DEFINITIONS

<b>"Account"</b>	Means (i) a separate temporary investment account or (ii) a separate disinvestment account as described in further detail under "Issue of Shares and Subscriptions" and "Redemption of Shares";
<b>"Administrative Expenses"</b>	Means the expenses incurred in connection with the Company's operations as described in more detail under section "Fees and Expenses";
<b>"Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement"</b>	Means the agreement dated 20 October 2006 between the Company, the Management Company and the Administrative Agent;
<b>"Administrative Agent"</b>	Means State Street Bank Luxembourg S.A., with registered office at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;
<b>"Administrative Agent Fee"</b>	Means any fees payable by the Company to the Administrative Agent pursuant to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement;
<b>"All-In Fee"</b>	Means an all-in fee comprising the Fixed Fee and the Management Company Fee;
<b>"Annual Report"</b>	Means the last available annual report of the Company including its audited accounts;
<b>"Articles of Incorporation"</b>	Means the articles of incorporation of the Company, as amended;
<b>"Authorised Payment Currency"</b>	Means the currencies in which, in addition to the Reference Currency and the Denomination Currency, subscriptions and redemptions for Shares in a particular Class may be made;
<b>"Bearer Shares"</b>	Means Shares which are represented by a Global Share Certificate as described under "Issue of Shares and Subscription";
<b>"Board of Directors"</b>	Means the board of directors of the Company. Any reference to the Board of Directors includes a reference to its duly authorised agents or delegates;
<b>"Business Day"</b>	Means a day that is defined in the relevant Product Annex;
<b>"Capitalisation Shares"</b>	Means Shares not distributing dividends;
<b>"Class(-es)" or "Share Class(-es)"</b>	Means the class or classes of Shares relating to a Sub-Fund where specific features with respect to sales, conversion or redemption charge, minimum subscription amount, dividend policy, investor eligibility criteria or other specific features may be applicable. The details applicable to each Class will be described in the relevant Product Annex;
<b>"Clearing Agents"</b>	Means any entity affiliated with one or more Relevant Stock Exchanges and which facilitates the validation, delivery and settlement of transactions in the Company's Shares;
<b>"Collateral Account Bank"</b>	Means The Bank of New York Mellon (Luxembourg) S.A., with registered office at 2-4 rue Eugène Ruppert, at L-2453 Luxembourg;
<b>"Collateral Management Agreement"</b>	Means the agreement dated 7 September 2010 between the Swap Counterparty, the Company in respect of each Sub-Fund, the Management Company, the Collateral Manager and The Bank of New York Mellon;
<b>"Collateral Manager"</b>	Means The Bank of New York Mellon (Luxembourg) S.A., with registered office at 2-4 rue Eugène Ruppert, at L-2453 Luxembourg;
<b>"Company"</b>	Means db x-trackers, an investment company incorporated under Luxembourg law in the form of a <i>société anonyme</i> qualifying as a <i>société d'investissement à capital variable</i> under the Law (SICAV);
<b>"Confirmation Note"</b>	Means the note to be sent by the Administrative Agent to a Shareholder confirming the orders placed;
<b>"Conversion Charge"</b>	Means the charge to be paid by investors in the event of a conversion of Shares as described under "Conversion of Shares" and in the relevant Product Annex;

<b>"Custodian"</b>	Means State Street Bank Luxembourg S.A., with registered office at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;
<b>"CSSF"</b>	The <i>Commission de Surveillance du Secteur Financier</i> of Luxembourg;
<b>"Custodian Agreement"</b>	Means the agreement dated 20 October 2006 between the Company and the Custodian, as further described under "Management and Administration of the Company";
<b>"Custodian Fee"</b>	Means any fees payable by the Company to the Custodian pursuant to the Custodian Agreement;
<b>"Denomination Currency"</b>	Means the currency that is used by the Administrative Agent to calculate the Net Asset Value per Share of the relevant Share Class. Unless otherwise specified in the relevant Product Annex, the Denomination Currency will be the Reference Currency;
<b>"Director"</b>	Means the directors of the Company for the time being;
<b>"Distributor"</b>	Means Deutsche Bank AG, acting through its London Branch;
<b>"Distribution Fee"</b>	Means the fees which may be paid by the Management Company to the Distributor or Sub-Distributors out of the Management Company Fee;
<b>"Distribution Shares"</b>	Means Shares distributing dividends;
<b>"Eligible State"</b>	Means any member State of the OECD and any other country of Europe, North, Central & South America, Asia, Africa and the Pacific Basin;
<b>"ETF"</b>	Means exchange traded fund(s);
<b>"EU"</b>	Means the European Union whose member states at the date of this Prospectus include Austria, Belgium, Bulgaria, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, the Grand Duchy of Luxembourg, Malta, The Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and the United Kingdom;
<b>"EU Member State"</b>	Means any of the member states of the EU;
<b>"Extraordinary Expenses"</b>	Means expenses relating to litigation costs as well as any tax, levy, duty or similar charge imposed on the Company or its assets that would otherwise not qualify as ordinary expenses;
<b>"FDI"</b>	Means financial derivative instrument(s);
<b>"First Class Institutions"</b>	Means first class financial institutions selected by the Board of Directors, subject to prudential supervision and belonging to the categories approved by the CSSF for the purposes of the OTC derivative transactions and specialised in this type of transactions;
<b>"Fixed Fee"</b>	Means, as further described under "Fees and Expenses" below, the comprehensive fee payable by the Company for each Sub-Fund in respect of the ordinary fees, expenses and costs incurred by that Sub-Fund;
<b>"Fixed Fee Agent"</b>	Means Deutsche Bank AG, acting through its London Branch;
<b>"Global Distribution Agreement"</b>	Means the agreement dated as of 10 October 2007 between the Management Company and the Distributor relating to the distribution of the Shares. The Global Distribution Agreement permits the Distributor to appoint Sub-Distributors for the distribution of Shares;
<b>"Global Share Certificate"</b>	Means the certificates issued in the name of the Company (as described in further detail under "Issue of Shares and Subscription");
<b>"Index"</b>	Is as defined in the relevant Product Annex;
<b>"Index Constituent Agent"</b>	Means Deutsche Bank AG, acting through its London Branch or any successor unless otherwise defined in the relevant Product Annex;
<b>"Index Provider"</b>	Means the entity described in the relevant Product Annex, acting as sponsor of the Index;
<b>"Index Sponsor"</b>	Means Deutsche Bank AG, acting through its London Branch, or any successor unless otherwise defined in the relevant Product Annex;
<b>"Initial Issue Price"</b>	Means the price at which Shares may be subscribed to during the Offering Period (if any) and/or up to (but excluding) the Launch Date (if applicable);
<b>"Initial Subscriptions"</b>	Means subscriptions for Shares made at the Initial Issue Price as described in detail under "Issue of Shares and Subscription";

<b>"Institutional Investors"</b>	Means an investor meeting the requirements to qualify as an institutional investor for the purposes of article 129 of the Law;
<b>"Investment Manager"</b>	Means State Street Global Advisors Limited with its registered office at 20 Churchill Place, London E14 5HJ, United Kingdom, unless otherwise specified in the relevant Product Annex;
<b>"Investment Management Agreement"</b>	Means the agreement dated 20 October 2006 between the Management Company and the Investment Manager;
<b>"Investment Management Fee"</b>	Means any fees payable by the Management Company to the Investment Manager pursuant to the Investment Management Agreement;
<b>"Investment Instruments"</b>	Means transferable securities and all other liquid financial assets referred to under section 1 of "Investment Restrictions";
<b>"Investment Objective"</b>	Means the predefined investment objective of the Sub-Funds as specified in the relevant Product Annex;
<b>"Investment Policy"</b>	Means the predefined investment policy of the Sub-Funds as specified in the relevant Product Annex;
<b>"Investment Restrictions"</b>	Means the investment restrictions set out in more detail under "Investment Restrictions";
<b>"Launch Date"</b>	Means the date on which the Company issues Shares relating to a Sub-Fund for the first time in exchange for the subscription proceeds;
<b>"Law"</b>	Means the Luxembourg law of 20 December 2002 relating to undertakings for collective investment, as amended;
<b>"Luxembourg Banking Day"</b>	Means a day (other than a Saturday or a Sunday) on which commercial banks are open and settle payments in Luxembourg;
<b>"Management Company Agreement"</b>	Means the management company agreement dated 16 October 2006 between the Company and the Management Company;
<b>"Management Company"</b>	Means DB Platinum Advisors, with registered office at 2, boulevard Konrad Adenauer, L-1115 Luxembourg, Grand Duchy of Luxembourg. DB Platinum Advisors is a management company under Chapter 13 of the Law. Any reference to the Management Company includes a reference to its duly authorised agents or delegates;
<b>"Management Company Fee"</b>	Means any fee payable by the Company to the Management Company which is a maximum percentage that will be calculated upon each Valuation Day on the basis of the Net Assets of the relevant Classes pursuant to the Management Company Agreement;
<b>"Market Makers"</b>	Financial institutions that are members of the Relevant Stock Exchanges and have signed a market making contract with the Company or that are registered as such with the Relevant Stock Exchanges;
<b>"Maturity Date"</b>	Means the date indicated in the relevant Product Annex on which the outstanding Shares will be redeemed, the Sub-Fund being thereafter closed, as more fully described under "Redemption of Shares". Unless a Maturity Date has been indicated in the relevant Product Annex, Sub-Funds will have no Maturity Date;
<b>"Minimum Holding Requirement"</b>	Means the minimum number of Shares or Net Asset Value per Share (as appropriate) which must be held at any time by a Shareholder. Unless otherwise specified in the relevant Product Annex, the Minimum Holding Requirement will be 1 Share;
<b>"Minimum Initial Subscription Amount"</b>	Means the minimum number of Shares or Net Asset Value per Share (as appropriate) which must be subscribed/converted for by an investor during the Offering Period and up to but excluding the Launch Date (if applicable). Unless otherwise specified in the relevant Product Annex, the Minimum Initial Subscription Amount will be 1 Share;
<b>"Minimum Net Asset Value"</b>	Means an amount specified in the relevant Product Annex. Unless otherwise specified in the relevant Product Annex, the Minimum Net Asset Value per Sub-Fund will be Euro 50,000,000 (or the equivalent in the Reference Currency of the relevant Sub-Fund);
<b>"Minimum Redemption Amount"</b>	Means the minimum number of Shares or Net Asset Value for which Shares may be redeemed. Unless otherwise specified in the relevant Product Annex, the Minimum Redemption Amount will be 1 Share;

<b>"Minimum Subsequent Subscription Amount"</b>	Means the minimum number of Shares or Net Asset Value per Share (as appropriate) which must be subscribed/converted for on or after the Launch Date. Unless otherwise specified in the relevant Product Annex, the Minimum Subsequent Subscription Amount will be 1 Share;
<b>"Money Market Instruments"</b>	Means instruments normally dealt in on a money market which are liquid and have a value which can be accurately determined at any time;
<b>"Net Assets"</b>	Means the Net Asset Value of a Sub-Fund or of a Class of a Sub-Fund or of the Shares but before deduction of the Management Company Fee and Fixed Fee and any other fees and expenses to be deducted from the assets of such Sub-Fund;
<b>"Net Asset Value"</b>	Means the net asset value of the Company, of a Sub-Fund or of a Class of Shares, as appropriate, calculated as described in this Prospectus;
<b>"Net Asset Value per Share"</b>	Means the Net Asset Value attributable to all the Shares issued in respect of a particular Sub-Fund and/or Class of Shares, as appropriate, divided by the number of Shares issued by the Company in respect of such Sub-Fund or Class of Shares;
<b>"New Class"</b>	Means, in case of conversion of Shares, the new Class of Shares into which a Shareholder has converted part or all of his Shares belonging to the Original Class, as described under "Conversion of Shares";
<b>"New Sub-Fund"</b>	Means in case of conversion of Shares, the new Sub-Fund into which a Shareholder has converted part or all of his Shares relating to the Original Sub-Fund, as described under "Conversion of Shares";
<b>"OECD"</b>	Means the Organisation for Economic Cooperation and Development, whose Member States include at the date of this Prospectus Australia, Austria, Belgium, Canada, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Japan, Korea, the Grand Duchy of Luxembourg, Mexico, The Netherlands, New Zealand, Norway, Poland, Portugal, the Slovak Republic, Spain, Sweden, Switzerland, Turkey, the United Kingdom and The United States of America;
<b>"OECD Member State"</b>	Means any of the member states of the OECD;
<b>"Offering Period"</b>	Means the period during which Shares in relation to a Sub-Fund may be subscribed at the Initial Issue Price as specified in the relevant Product Annex;
<b>"Original Class"</b>	Means, in case of a conversion of Shares, the Class of Shares from which a Shareholder wants to convert part or all of his Shares into Shares of a New Class, as described under "Conversion of Shares";
<b>"Original Sub-Fund"</b>	Means in case of a conversion of Shares, the Sub-Fund from which a Shareholder requests to convert part or all of his Shares into Shares relating to the New Sub-Fund, as described under "Conversion of Shares";
<b>"Pledge Agreement"</b>	Means the agreement entered into on 7 September 2010 between the Swap Counterparty, the Company in respect of each Sub-Fund, the Management Company and the Collateral Account Bank;
<b>"Product Annex"</b>	Means an annex to this Prospectus describing the specific features of a Sub-Fund. The Product Annex is to be regarded as an integral part of the Prospectus;
<b>"Prohibited Persons"</b>	Means any person, firm or corporate entity, determined in the sole discretion of the Board of Directors as being not entitled to subscribe for or hold Shares in the Company or, as the case may be, in a specific Sub-Fund or Class, (i) if in the opinion of the Board of Directors such holding may be detrimental to the Company, (ii) if it may result in a breach of any law or regulation, whether Luxembourg or foreign, (iii) if as a result thereof the Company may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred or (iv) if such person would not comply with the eligibility criteria of a given Class;
<b>"Prospectus"</b>	Means this prospectus including, Annual Report, Semi-annual Report, Quarterly Reports (as the case may be) and Product Annexes, as amended, supplemented, restated or otherwise modified from time to time;
<b>"Redemption Charge"</b>	Means the charge or fee to be paid out of the Redemption Price which Shares may be subject to, as described under "Redemption of Shares" and in the relevant Product Annex. No Redemption Charge will be applicable unless otherwise provided for in the Product Annex;
<b>"Redemption Price"</b>	Means the price at which Shares are redeemed (before deduction of any charges, costs, expenses or taxes), as described under "Redemption of Shares";

<b>"Redemption Proceeds"</b>	Means the Redemption Price less any charges, costs, expenses or taxes, as described under "Redemption of Shares";
<b>"Reference Currency"</b>	Means the currency that is used by the Administrative Agent to calculate the Net Asset Value per Share of the relevant Sub-Fund. Unless otherwise specified in the relevant Product Annex, the Reference Currency will be Euro;
<b>"Registered Shares"</b>	Means Shares which are issued in registered form of which the ownership is registered and documented in the Company's shareholders' register as described under "Issue of Shares and Subscription";
<b>"Registrar and Transfer Agent"</b>	Means State Street Bank Luxembourg S.A. with registered office at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg;
<b>"Registrar, Transfer Agent and Listing Agent Fee"</b>	Means any fees payable to the Registrar and Transfer Agent pursuant to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement;
<b>"Regulated Market"</b>	Means a regulated market, which operates regularly and is recognised and open to the public;
<b>"Regulations"</b>	Means (i) Part 1 of the Law, (ii) the UCITS Directive, (iii) any amendment or replacement legislation thereto for the time being in force, (iv) any regulation of any type taken in pursuant of (i), (ii) or (iii), as well as (v) any rule, guideline and general or specific position from time to time adopted by the CSSF pursuant thereto;
<b>"Relevant Stock Exchanges"</b>	Markets on which the Shares of the Sub-Funds will be listed such as Luxembourg Stock Exchange, Deutsche Börse or other stock exchanges;
<b>"Retail Investor"</b>	Means an investor not qualifying as an Institutional Investor;
<b>"Semi-annual Report"</b>	Means the last available semi-annual report of the Company including the Company's semi-annual unaudited accounts, all to be considered as an integral part of the Prospectus;
<b>"Shareholder(s)"</b>	Means (i) in respect of Registered Shares, the Shareholder(s) duly registered in the Company's shareholders' register and (ii) in respect of Bearer Shares, the persons holding such Bearer Shares;
<b>"Shares"</b>	Means the Shares with no par value in the Company, issued in such form as described in the relevant Product Annex;
<b>"Sub-Fund"</b>	Means a separate portfolio of assets established for one or more Share Classes of the Company which is invested in accordance with a specific Investment Objective. The Sub-Funds do not have a legal existence distinct from the Company; however each Sub-Fund is liable only for the debts, liabilities and obligations attributable to it. The specifications of each Sub-Fund will be described in the relevant Product Annex;
<b>"Subsequent Subscriptions"</b>	Means subscriptions for Shares made on or after the Launch Date, as described under "Issue of Shares and Subscription";
<b>"Swap Calculation Agent"</b>	Means Deutsche Bank AG, acting through its London Branch, unless otherwise specified in the Product Annex;
<b>"Swap Counterparty"</b>	Means Deutsche Bank AG, unless otherwise specified in the Product Annex;
<b>"Transaction Day"</b>	Means a Luxembourg Banking Day on which subscriptions for, conversions from and redemptions of Shares can be made in order to be dealt with by the Registrar and Transfer Agent as described under "Issue of Shares and Subscription", "Conversion of Shares" and "Redemption of Shares";
<b>"Transaction Fees"</b>	Means costs and expenses of buying and selling of portfolio securities and financial instruments, brokerage fees and commissions, interest or taxes payable, and other transaction related expenses as more fully described under section "Fees and Expenses" and/or in the relevant Product Annex;
<b>"UCITS"</b>	Means an Undertaking for Collective Investment in Transferable Securities established pursuant to the Regulations;
<b>"UCITS Directive"</b>	Means the Council Directive 85/611/EEC of 20 December 1985 on the coordination of laws, regulations and administrative provisions relating to UCITS, as amended from time to time and in particular, by directives 2001/107/EC and 2001/108/EC;
<b>"Underlying Asset"</b>	Means the underlying asset(s) to which the Investment Policy is linked as described in the relevant Product Annex;

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<b>"Underlying Securities"</b>	Means in respect of each Underlying Asset those transferable securities selected by the Index Sponsor as constituting the Underlying Asset. Where available and published, details of those Underlying Securities for an Index may be found in the relevant Product Annex;
<b>"United States"</b>	Means the United States of America or any of its territories, possessions or other areas subject to its jurisdiction including the Commonwealth of Puerto Rico;
<b>"Upfront Subscription Sales Charge"</b>	Means the sales charge which investors subscribing for Shares as described under "Fees and Expenses" and in the relevant Product Annex may be subject to. No Upfront Subscription Sales Charge will be applicable unless otherwise provided for in the Product Annex;
<b>"US Person"</b>	Means US persons (as defined for the purposes of the United States federal securities, commodities and tax laws, including Regulation S under the 1933 Act) or persons who are resident in the United States at the time the Shares are offered or sold; and
<b>"Valuation Day"</b>	Means (unless otherwise defined in the Product Annex) the first Luxembourg Banking Day following a Business Day on which the Net Asset Value per Share for a given Class of Shares or Sub-Fund is calculated based upon the prices of the last Business Day to occur prior to such Valuation Day. In respect of subscriptions for, conversions from and redemptions of Shares, Valuation Day shall (unless otherwise defined in the Product Annex) mean the first Luxembourg Banking Day following the first Business Day to occur on or after the relevant Transaction Day on which the Net Asset Value per Share for a given Class of Shares or Sub-Fund is calculated, based upon the prices of the last Business Day to occur prior to such Valuation Day.

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## EXECUTIVE SUMMARY

This section is a brief extract of the provisions set out in this Prospectus. It is not a complete description of the Prospectus and should be read in conjunction with, and is subject to, the full provisions set out in this Prospectus.

**The Company:** The Company is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part I of the Law.

**The Sub-Funds:** The Company is presently structured as an umbrella fund to provide both Institutional Investors and Retail Investors with a variety of Sub-Funds to which a specific Investment Objective, Investment Policy, Reference Currency and other specific features particular to each such Sub-Fund are designated. Each Sub-Fund is described in detail in the relevant Product Annex.

**ETF:** Each Sub-Fund is an ETF. The Shares of each Sub-Fund are fully transferable to investors and are listed for trading on one or more stock exchanges.

**Investment Objectives:** The Investment Objective of the Sub-Funds is to provide the investors with a return linked to the performance of the Underlying Asset. **There is no assurance that the Investment Objective of any Sub-Fund will actually be achieved.** To gain exposure to the performance of the Underlying Asset, the Sub-Funds may use various investment techniques, all in accordance with the Investment Restrictions. The return that the investor will receive will be dependent on the performance of the Underlying Asset and the performance of any investments used to link the net proceeds from the issue of Shares to the Underlying Asset.

Further information relevant to the Sub-Fund's Investment Objective is contained in the main part of the Prospectus under "Investment Objectives and Policies" and under "Investment Restrictions" and will be set out in further detail in the relevant Product Annex.

**The Classes of Shares:** Shares may be divided into Shares of Classes "I" and "R". Shares of Class "I" are available only to Institutional Investors whilst Shares of Class "R" are primarily designated for Retail Investors. Shares may be further differentiated between Distribution Shares (identified by the letter "D") and Capitalisation Shares (identified by the letter "C"). Other Classes may be offered with specific features such as conversion or redemption charge, minimum subscription amount or other specific features. Within each Class of Shares, several types of sub-classes may be issued. The Shares may be listed for trading on one or more stock exchanges.

**Distribution Policy:** The Company intends to declare dividends for Distribution Shares only.

**Investment Risks:** An investment in a Sub-Fund involves a number of risks, including a possible loss of the amount invested. Moreover, there can be no guarantee or assurance that a Sub-Fund will achieve its Investment Objective. A more detailed description of certain risk factors relevant to investors in the Sub-Funds is set out under "Risk Factors" and/or the relevant Product Annex.

**Subscriptions in Cash or in kind:** Unless otherwise described in the relevant Product Annex, subscriptions for Shares are expected to be in cash or in kind. Further information can be found under "Issue of Shares and Subscription".

**Issue of Shares:** The Shares will be offered for initial subscription during the Offering Period at the Initial Issue Price plus any fees (where applicable) as described in the section dealing with "Fees and Expenses" and in the relevant Product Annex. Subsequent Subscriptions will be made at the Net Asset Value per Share of the relevant Class plus the applicable fees as described in the section dealing with "Fees and Expenses" and in the relevant Product Annex.

**Minimum Initial Subscription Amount:** Unless otherwise specified in the relevant Product Annex, the Minimum Initial Subscription Amount will be 1 Share.

**Minimum Subsequent Subscription Amount:** Unless otherwise specified in the relevant Product Annex, the Minimum Subsequent Subscription Amount will be 1 Share.

**Minimum Holding Requirements:** Unless otherwise specified in the relevant Product Annex, the Minimum Holding Requirement will be 1 Share.

**Minimum Redemption Amount:** Unless otherwise specified in the relevant Product Annex, the Minimum Redemption Amount will be 1 Share.



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<b>Payment Currency for Cash Subscriptions:</b>	The Shares must be fully paid up in the Reference Currency or the Denomination Currency of the relevant Sub-Fund or Share Class or in another Authorised Payment Currency.
<b>Conversions:</b>	Conversions of Shares relating to one Sub-Fund may be made into Shares relating to another Sub-Fund to the extent authorised in the Product Annex and as described under "Conversion of Shares".
<b>Fees &amp; Commissions:</b>	Further information on the fees and commissions to be paid by the investor can also be found under "Fees and Expenses".
<b>Annual Report:</b>	The Annual Report will be prepared annually for the year ending 31 December and will be produced within a period of 4 months thereafter.
<b>Attribution of Expenses:</b>	Further information on administrative expenses and extraordinary expenses for each Sub-Fund can be found under "Fees and Expenses".
<b>Listing / Dealings:</b>	It is contemplated that application will be made to list certain Classes of the Shares on (i) the Luxembourg Stock Exchange and/or (ii) the Frankfurt Stock Exchange and/or (iii) any other stock exchange.

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## STRUCTURE

### **The Sub-Funds**

The Company has adopted an "umbrella" structure to provide both institutional and individual investors with a choice of different investment portfolios ("**Sub-Funds**"). Each Sub-Fund will be differentiated by its specific Investment Objective, Investment Policy, and currency of denomination or other specific features as described in the relevant Product Annex. A separate pool of assets is generally maintained for each Sub-Fund and is invested in accordance with each Sub-Fund's respective Investment Objective and Policy.

### **The Classes of Shares**

The Board of Directors of the Company may decide to create within each Sub-Fund different Classes of Shares. All Classes of Shares relating to the same Sub-Fund will be commonly invested in accordance with such Sub-Fund's Investment Objective and Policy but may differ with regard to their fee structure, Minimum Initial Subscription Amount, Minimum Subsequent Subscription Amount, Minimum Holding Requirement, Minimum Redemption Requirement, dividend policy, investor eligibility criteria or other particular feature(s) as the Board of Directors shall decide. A separate Net Asset Value per Share will be calculated for each issued Class of Shares in relation to each Sub-Fund. The different features of each Class of Shares available relating to a Sub-Fund are described in detail in the relevant Product Annex.

The Company reserves the right to offer only one or several Classes of Shares for purchase by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Company also reserves the right to adopt standards applicable to certain classes of investors or transactions in respect of the purchase of a particular Class of Shares.

The Shares will be issued by the Company exclusively in relation to Sub-Funds with the aforementioned Investment Policies and will normally be subscribed in cash as explained in further detail under "Issue of Shares and Subscription".

Shares may be divided into Shares of Classes "I" and "R". Shares of Class "I" are available only to Institutional Investors whilst Shares of Class "R" are primarily designated for Retail Investors.

The Shares may be further differentiated between Distribution Shares (identified by the letter "D") and Capitalisation Shares (identified by the letter "C"). Other Classes may be offered with specific features such as conversion or redemption charge, minimum subscription amount or other specific features. Within each Class of Shares, several types of sub-classes can be issued (identified by capital alphabetic letters), differentiating between (but not limited to) dividend payment structures, dividend payment dates, and fee structures.

The Shares will be listed for trading on one or more stock exchanges.

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## INVESTMENT OBJECTIVES AND POLICIES

The Board of Directors determines the specific Investment Policy and Investment Objective of each Sub-Fund, which are described in more detail in the respective Product Annexes to this Prospectus. The Investment Objectives of the Sub-Funds will be carried out in compliance with the limits and restrictions set forth under "Investment Restrictions" below. Each Sub-Fund will adhere to the general investment strategy as described hereunder, which in the absence of any unforeseen circumstances or other events may not change.

The Investment Objective of the Sub-Funds is to provide the investors with a return (either at the Maturity Date or on such payout date(s) as determined in the relevant Product Annex) linked to an Underlying Asset (as is defined in the relevant Product Annex).

In order to achieve the Investment Objective, the Shareholder of a Sub-Fund will be exposed to the performance of an Underlying Asset.

The Sub-Funds may use various investment techniques to achieve this exposure to the Underlying Asset.

For instance, the exposure may be achieved by way of derivative transactions such as OTC swap transactions negotiated at arm's length with the Swap Counterparty. Accordingly, the Sub-Fund may be at any time fully or partially exposed to one or more OTC swap transaction(s). The return that the investor will receive will be dependent on the performance of the Underlying Asset and the performance of the derivative instrument used to link the net proceeds from the issue of Shares to the Underlying Asset.

The Sub-Funds may also invest in the Underlying Securities of the relevant Underlying Asset in proportion to their weighting in the Underlying Asset and will, subject to the concentration limits discussed below, normally aim to invest a substantial part of its total assets in the Underlying Securities of its Underlying Asset. Each Sub-Fund of this category may hold transferable securities tracking the Underlying Asset in accordance with the Investment Restrictions. It is expected that such transferable securities will be issued by Deutsche Bank AG or an affiliated entity. Such transferable securities will allow a more practicable management of the Sub-Fund.

Sub-Funds with a Maturity Date will follow an Investment Policy that aims at providing investors with a predefined payout upon the Maturity Date. The ability to provide investors with such a predefined payout is dependent upon a number of parameters, including market movements between the determination of the payout upon the structuring of the Sub-Fund and the Sub-Fund's Launch Date. In order to mitigate these market movements which could affect the payout structure upon the Sub-Fund's commercialisation and launch, the latter may, in accordance with the Investment Restrictions, agree to take over pre-hedging arrangements (if any). The Sub-Fund will bear the costs and expenses relating to such pre-hedging arrangements and such pre-hedging arrangements will be agreed to by taking into account the interests of the Shareholders.

Due to various factors, including the Sub-Fund's fees and expenses involved, the concentration limits described in the Investment Restrictions, other legal or regulatory restrictions, and, in certain instances, certain securities being illiquid, it may not be possible or practicable to purchase all of the Underlying Securities in their weightings or purchase certain of them at all.

There is no assurance that the Investment Objective of any Sub-Fund will actually be achieved.

The Underlying Asset may have an Index Sponsor or other agents. The existence of such Index Sponsor and/or agents will be specified in the relevant Product Annex.

### *Efficient Portfolio Management*

The Company may, on behalf of each Sub-Fund and subject to the Investment Restrictions employ techniques and instruments relating to transferable securities. Such techniques and instruments will be only used for either efficient portfolio management purposes or to provide protection against exchange risk. Such techniques and instruments are set out in the Investment Restrictions.

### *Broker Arrangements with Deutsche Bank AG, acting through its London Branch*

The Company may enter into arm's length securities broker transactions with Deutsche Bank AG, acting through its London Branch or other broker institutions.

### *Changes to Underlying Securities in which the Sub-Fund is invested*

Any changes to an Underlying Asset, such as the composition and/or weighting of its Underlying Securities, require the Sub-Fund to make corresponding adjustments or rebalancings to its investment portfolio to conform to the relevant Underlying Asset. The Management Company and/or the Investment Manager will monitor such changes and make adjustments to the portfolio as necessary over several days, if necessary.

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### *Reliance on Index Sponsors*

The Management Company and/or the Investment Manager will rely solely on the Index Sponsor for information as to the composition and/or weighting of the Underlying Securities within the Index. If the Management Company and/or the Investment Manager of a Sub-Fund is unable to obtain or process such information then the composition and/or weighting of the Index most recently published may, subject to the Management Company's and/or the Investment Manager's overall discretion, be used by the Sub-Fund for the purpose of all adjustments.

### *Enhancements resulting from Swap hedging policy*

From time to time the Swap Counterparty may achieve certain benefits or enhancements as a result of its hedging activities. In certain circumstances, the Swap Counterparty may, in its absolute and sole discretion, decide to pay some or all of such benefits or enhancements to the Sub-Fund under the OTC swap transaction(s) (such payments being referred to as "Enhancements") in addition to any payments contractually due under the OTC swap transaction(s). The amount and frequency of such Enhancements will be decided by the Swap Counterparty in its sole and absolute discretion. Therefore, a Sub-Fund may receive more than it is contractually entitled to under the OTC swap transaction(s) which will be reflected in the Net Asset Value and past performance of the Sub-Fund. Investors should note that there is no guarantee that Enhancements will be paid to the relevant Sub-Fund, even if the Swap Counterparty achieves certain benefits or enhancements as a result of its hedging activities, and investors should also note that payment of any future Enhancements may not mirror past payments of Enhancements (if any).

### **Change of Underlying Asset**

The Board of Directors may decide if it considers it to be in accordance with the Law and in the interest of the Company or any relevant Sub-Fund to do so, to substitute the existing Underlying Asset of a Sub-Fund for another Underlying Asset.

The Board of Directors may, for instance, decide to substitute such an Underlying Asset in the following circumstances:

- the swaps and other techniques or instruments described under "Investment Restrictions" which are necessary for the implementation of the relevant Sub-Fund's Investment Objective cease to be available in a manner which is regarded as acceptable by the Board of Directors;
- in the determination of the Board of Directors, the accuracy and availability of data of a particular Underlying Asset has deteriorated;
- the components of the Underlying Asset would cause the Sub-Fund (if it were to follow the Underlying Asset closely) to be in breach of the limits set out under "Investment Restrictions" and/or materially affect the taxation or fiscal treatment of the Company or any of its Shareholders;
- the particular Underlying Asset ceases to exist or, in the determination of the Board of Directors, there is a material change in the formula for or the method of calculating a component of the Underlying Asset or there is a material modification of the component of the Underlying Asset;
- the counterparty of swap agreements or options or other derivative instruments notifies the Company that there is limited liquidity in a portion of the component securities of the Underlying Asset or it becomes impractical to invest in the components of the Underlying Asset;
- the Index Sponsor increases its license fees to a level which the Board of Directors considers excessive;
- the licence agreement is terminated; or
- any successor Index Sponsor is not considered acceptable by the Board of Directors.

The above list is indicative only and cannot be understood as being exhaustive or limiting the ability of the Board of Directors to change the Underlying Asset in any other circumstances as the Board of Directors considers appropriate. The Shareholders of the relevant Sub-Fund will be notified of the decision of the Board of Directors to proceed to change the Underlying Asset by the publication of a notice in a Luxembourg daily newspaper as well as, if necessary, in the official publications specified in the respective jurisdictions in which the Shares are made available for public distribution. The Prospectus will be updated in case of substitution of the existing Underlying Asset of a Sub-Fund for another Underlying Asset.

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## TYOLOGY OF RISK PROFILES

Unless otherwise specified in the relevant Product Annex, the Sub-Funds are available for investment by Institutional and Retail Investors. The Sub-Funds are however complex products where typical investors are expected to be informed investors and to especially have a good knowledge of derivatives instruments. Generally speaking, typical investors are expected to be willing to adopt capital and income risk.

The risk associated with an investment in the various Sub-Funds of the Company can be low, medium or high as described below:

- a '*low risk*' grading applies to Sub-Funds exposed to limited capital losses. The low expectation of capital losses is the result of the low intrinsic volatility of the asset class(es) to which the Sub-Funds are exposed and/or the implementation of capital protection strategies (including, as the case may be, a bank guarantee applying on (a) date(s) as specified in the relevant Product Annex);
- a '*medium risk*' grading applies to Sub-Funds exposed to capital losses either because the asset class(es) to which the Sub-Funds are exposed have a medium intrinsic volatility and/or because the Sub-Funds entail some capital protection; and
- a '*high risk*' grading applies to Sub-Funds providing an exposure to asset class(es) with a high intrinsic volatility and/or limited liquidity and where no capital protection strategies are implemented.

The above grading is indicative of the level of risk associated with each Sub-Fund and is not supposed to be a guarantee of likely returns. It should only be used for comparison purposes with other Sub-Funds offered to the public by the Company. If you are in any doubt as to the level of risk that you should take, you should seek independent advice from your personal investment adviser.

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## INVESTMENT RESTRICTIONS

The Company and the Sub-Funds are subject to the "Investment Restrictions" set out below. The Company may adopt further investment restrictions in order to conform to particular requirements in the countries where the Shares of the Company shall be distributed. To the extent permitted by applicable law and regulation, the Board of Directors may decide to amend the Investment Restrictions set forth below for any newly created Sub-Fund if this is justified by the specific Investment Policy of such Sub-Fund. Any amendments to the investment restrictions which relate to a particular Sub-Fund will be disclosed in the relevant Product Annex to this Prospectus.

### 1 Investment Instruments

**1.1** The Company's investments in relation to each Sub-Fund may consist solely of:

- (a) transferable securities and Money Market Instruments admitted to official listing on a stock exchange in an EU Member State;
- (b) transferable securities and Money Market Instruments dealt on another Regulated Market in an EU Member State;
- (c) transferable securities and Money Market Instruments admitted to official listing on a stock exchange in a non-EU Member State or dealt on another Regulated Market of an Eligible State;
- (d) new issues of transferable securities and Money Market Instruments, provided that:
  - the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or to another Regulated Market, provided that such choice of stock exchange or market is in an Eligible State;
  - such admission is secured within a year of issue;
- (e) units of UCITS and/or other collective investment undertakings within the meaning of the first and second indent of article 1 (2) of the UCITS Directive, should they be situated in an EU Member State or not, provided that:
  - such other collective investment undertakings are authorised under laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority, CSSF, to be equivalent to that laid down in European Union law, and that cooperation between authorities is sufficiently ensured,
  - the level of protection for unit-holders in the other collective investment undertakings is equivalent to that provided for unit-holders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive,
  - the business of the other collective investment undertakings is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period,
  - no more than 10% of the UCITS' or the other collective investment undertakings' net assets, whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other collective investment undertakings;
- (f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in subparagraphs a), b) and c); and/or OTC derivatives, provided that:
  - the underlying consists of instruments covered by this section 1, financial indices, interest rates, foreign exchange rates or currencies, in which a Sub-Fund may invest according to its Investment Objective as stated in the Prospectus and the relevant Product Annex,
  - the counterparties to OTC derivative transactions are First Class Institutions, and
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative; and/or

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- (h) Money Market Instruments other than those dealt in on a Regulated Market if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are:
- issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the case of a federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong, or
  - issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on Regulated Markets referred to in subparagraphs a), b) or c), or
  - issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or
  - issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least EUR 10 million and which (i) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (ii) is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or (iii) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

1.2 Contrary to the investment restrictions laid down in paragraph 1.1 above, each Sub-Fund may:

- (a) invest up to 10% of its net assets in transferable securities and Money Market Instruments other than those referred to under paragraph 1.1 above; and
- (b) hold liquid assets on an ancillary basis. Money Market Instruments held as ancillary liquid assets may not have a maturity exceeding 12 months.

## 2 Risk Diversification

2.1 In accordance with the principle of risk diversification, the Company is not permitted to invest more than 10% of the net assets of a Sub-Fund in transferable securities or Money Market Instruments of one and the same issuer. The total value of the transferable securities and Money Market Instruments in each issuer in which more than 5% of the net assets of a Sub-Fund are invested must not exceed 40% of the value of the net assets of the respective Sub-Fund. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

2.2 The Company is not permitted to invest more than 20% of the net assets of a Sub-Fund in deposits made with the same body.

2.3 The risk exposure to a counterparty of a Sub-Fund in an OTC derivative transaction may not exceed:

- 10% of its net assets when the counterparty is a credit institution referred to in paragraph 1.1 f), or
- 5% of its net assets, in other cases.

2.4 Notwithstanding the individual limits laid down in paragraphs 2.1, 2.2 and 2.3, a Sub-Fund may not combine:

- investments in transferable securities or Money Market Instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with a single body in excess of 20% of its net assets.

2.5 The 10% limit set forth in paragraph 2.1 can be raised to a maximum of 25% in case of certain bonds issued by credit institutions which have their registered office in an EU Member State and are subject by law, in that particular country, to specific public supervision designed to ensure the protection of bondholders. In particular the funds which originate from the issue of these bonds are to be invested, in accordance with the law, in assets which sufficiently cover the financial obligations resulting from the issue throughout the entire life of the bonds and which are allocated preferentially to the payment of principal and interest in the event of the issuer's failure. Furthermore, if investments by a Sub-Fund in such bonds with one and the same issuer represent more than 5% of the net assets, the total value of these investments may not exceed 80% of the net assets of the corresponding Sub-Fund.

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- 2.6 The 10% limit set forth in paragraph 2.1 can be raised to a maximum of 35% for transferable securities and Money Market Instruments that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations of which one or more EU Member States are members.
- 2.7 Transferable securities and Money Market Instruments which fall under the special ruling given in paragraphs 2.5 and 2.6 are not counted when calculating the 40% risk diversification ceiling mentioned in paragraph 2.1.
- 2.8 The limits provided for in paragraphs 2.1 to 2.6 may not be combined, and thus investments in transferable securities or Money Market Instruments issued by the same body or in deposits or derivative instruments with this body shall under no circumstances exceed in total 35% of the net assets of a Sub-Fund.
- 2.9 Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this section 2.
- 2.10 A Sub-Fund may invest, on a cumulative basis, up to 20% of its net assets in transferable securities and Money Market Instruments of the same group.

### 3 The following exceptions may be made:

- 3.1 Without prejudice to the limits laid down in section 6 the limits laid down in section 2 are raised to a maximum of 20% for investment in shares and/or bonds issued by the same body if the constitutional documents of the Company so permit, and, if according to the Product Annex relating to a particular Sub-Fund the Investment Objective of that Sub-Fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis:
- its composition is sufficiently diversified,
  - the index represents an adequate benchmark for the market to which it refers,
  - it is published in an appropriate manner.

The above 20% limit may be raised to a maximum of 35%, but only in respect of a single body, where that proves to be justified by exceptional market conditions in particular in Regulated Markets where certain transferable securities or Money Market Instruments are highly dominant.

- 3.2 **The Company is authorised, in accordance with the principle of risk diversification, to invest up to 100% of the net assets of a Sub-Fund in transferable securities and Money Market Instruments from various offerings that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations in which one or more EU Member States are members. These securities must be divided into at least six different issues, with securities from one and the same issue not exceeding 30% of the total net assets of a Sub-Fund.**

### 4 Investment in UCITS and/or other collective investment undertakings

- 4.1 A Sub-Fund may acquire the units of UCITS and/or other collective investment undertakings referred to in paragraph 1.1 e), provided that no more than 20% of its net assets are invested in units of a single UCITS or other collective investment undertaking. If the UCITS or the other collective investment undertakings have multiple compartments (within the meaning of article 133 of the Law) and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit.
- 4.2 Investments made in units of collective investment undertakings other than UCITS may not exceed, in aggregate, 30% of the net assets of the Sub-Fund.
- 4.3 When a Sub-Fund has acquired units of UCITS and/or other collective investment undertakings, the assets of the respective UCITS or other collective investment undertakings do not have to be combined for the purposes of the limits laid down in section 2.
- 4.4 When a Sub-Fund invests in the units of other UCITS and/or other collective investment undertakings that are managed, directly or by delegation, by the Management Company or by any other company with which the Management Company is linked by common management or control, or by a direct or indirect holding of more than 10% of the capital or votes, the Management Company or other company may not charge subscription or redemption fees on account of the Sub-Fund's investment in the units of such other UCITS and/or collective investment undertakings. Moreover, in such case, the Management Company or other company may not charge a management fee to the Sub-Fund's assets in respect of such investments.



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A Sub-Fund that invests a substantial proportion of its assets in other UCITS and/or collective investment undertakings shall disclose in its Product Annex the maximum level of the management fees that may be charged both to the Sub-Fund itself and to the other UCITS and/or collective investment undertakings in which it intends to invest. In the annual report of the Company it shall be indicated for each Sub-Fund the maximum proportion of management fees charged both to the Sub-Fund and to the UCITS and/or other collective investment undertaking in which the Sub-Fund invests.

## **5 Tolerances and multiple compartment issuers**

If, because of market movements or the exercising of subscription rights, the limits mentioned in section 1 are exceeded, the Company must have as a priority objective in its sale transactions to reduce these positions within the prescribed limits, taking into account the best interests of the Shareholders.

Provided that they continue to observe the principles of diversification, newly established Sub-Funds may deviate from the limits mentioned under sections 2, 3 and 4 above for a period of six months following the date of their initial launch.

If an issuer of Investment Instruments is a legal entity with multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the limits set forth under sections 2, 3.1 and 4.

## **6 Investment Prohibitions**

The Company is **prohibited** from:

**6.1** acquiring equities with voting rights that would enable the Company to exert a significant influence on the management of the issuer in question;

**6.2** acquiring more than

- 10% of the non-voting equities of one and the same issuer,
- 10% of the debt securities issued by one and the same issuer,
- 10% of the Money Market Instruments issued by one and the same issuer, or
- 25% of the units of one and the same UCITS and/or other undertaking for collective investment.

The limits laid down in the second, third and fourth indents 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.

Exempted from the above limits are transferable securities and Money Market Instruments which, in accordance with article 48, paragraph 3 of the Law are issued or guaranteed by an EU Member State or its local authorities, by another Member State of the OECD or which are issued by public international organisations of which one or more EU Member States are members.

**6.3** selling transferable securities, Money Market Instruments and other investment instruments mentioned under sub-paragraphs e) g) and h) of paragraph 1.1 short;

**6.4** acquiring precious metals or related certificates;

**6.5** investing in real estate and purchasing or selling commodities or commodities contracts;

**6.6** borrowing on behalf of a particular Sub-Fund, unless:

- the borrowing is in the form of a back-to-back loan for the purchase of foreign currency;
- the loan is only temporary and does not exceed 10% of the net assets of the Sub-Fund in question;

**6.7** granting credits or acting as guarantor for third parties. This limitation does not refer to the purchase of transferable securities, Money Market Instruments and other investment instruments mentioned under sub-paragraphs e), g) and h) of paragraph 1.1 that are not fully paid up.

## **7 Risk management and limits with regard to derivative instruments and the use of techniques and instruments**

**7.1** The Company must employ (i) a risk-management process which enables it to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of the portfolio and (ii) a process for accurate and independent assessment of the value of OTC derivatives.

**7.2** Apart from the OTC derivative transactions in which Sub-Funds will invest as part of their Investment Policy (as stated in the relevant Product Annex), the Company will not use financial derivative instruments other than for currency, interest rate or evolution of the stock markets hedging purposes

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(unless the Prospectus is updated accordingly). This assumes that there is a sufficient correlation between these transactions and the assets of the relevant Sub-Fund to be hedged.

Under no circumstances shall these operations cause a Sub-Fund to diverge from its Investment Objective as laid down in the Prospectus and the relevant Product Annex.

- 7.3** Each Sub-Fund shall ensure that its global risk exposure relating to derivative instruments does not exceed its total Net Asset Value.

The risk exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This shall also apply to the following subparagraphs.

A Sub-Fund may invest, as a part of its Investment Policy and within the limit laid down in paragraphs 2.7 and 2.8, in financial derivative instruments provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in section 2. If a Sub-Fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down in section 2.

When a transferable security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this section.

## **8 Techniques and Instruments for Hedging Currency Risks**

In order to protect its present and future assets and liabilities against the fluctuation of currencies, the Company may enter into foreign exchange transactions, call options or put options in respect of currencies, forward foreign exchange transactions, or transactions for the exchange of currencies, provided that these transactions be made either on a Regulated Market or over-the-counter with First Class Institutions specialising in these types of transactions.

The objective of the transactions referred to above presupposes the existence of a direct relationship between the contemplated transaction and the assets or liabilities to be hedged and implies that, in principle, transactions in a given currency including a currency bearing a substantial relation to the value of the Reference Currency of a Sub-Fund (usually referred to as "cross hedging") may not exceed the total valuation of such assets and liabilities nor may they, as regards their duration, exceed the period where such assets are held or anticipated to be held or for which such liabilities are incurred or anticipated to be incurred.

## **9 Restrictions on Securities Lending and Repurchase Transactions**

The Company may engage in securities lending transactions only subject to the following conditions and restrictions: (i) the Company may only participate in securities lending transactions within a standardised lending system organised by a recognised securities clearing institution or by a first-class financial institution specialised in that type of transaction; (ii) the Company must receive collateral in cash and/or in the form of securities issued or guaranteed by OECD Member States or by their local authorities or by supranational institutions and organisations with EU, regional or world-wide scope, and the Company's beneficial rights over such collateral shall be unencumbered for the term of the lending contract; (iii) lending transactions may not be carried out on more than 50% of the aggregate market value of the securities in the portfolio of each Sub-Fund and (iv) lending transactions may not extend beyond a period of 30 calendar days provided however that the limits in (iii) and (iv) are not applicable where the Company has the right to terminate the contract at any time and obtain restitution of securities equivalent to those lent.

The Company may, either as purchaser or seller, enter into repurchase or buy and sell back transactions pursuant to market-standard repurchase or buy and sell back master agreements with first-class financial institutions that are generally recognised by other market participants as being highly experienced in those types of transactions. The Company shall ensure that such transactions are terminable upon demand, and that at all times (i) the exposure (being the aggregate of the exposures for all outstanding transactions) in respect of each counterparty shall not exceed a level above which the Company would be unable to meet its obligations to redeem Shares; and (ii) the overall level of exposure derived from setting off all such exposures does not exceed a level above which the Company would be unable to meet its obligations to redeem Shares. Such repurchase or buy and sell back transactions will only be entered into on an ancillary basis.

It is not the current intention of the Company to engage in any securities lending transactions or repurchase transactions.

Subject to the acquisition of debt instruments, the making of bank deposits and the repurchase or buy and sell back transactions referred to above, the Company shall not make loans to third parties or guarantee the obligations of third parties.

## **10 Risk Management Policy for FDI**

The following section provides a summary of the risk management policy and procedures implemented by the Management Company and the Investment Manager in relation to the use of FDIs by the Sub-Funds for investment purposes. Shareholders are invited to refer to the sections headed "RISK FACTORS – General Risks - Use of Derivatives" and "RISK FACTORS – General Risks – Risk of Swap Transactions" in this Prospectus for a general description of the risks associated with the use of FDIs.

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## General

The ultimate responsibility for monitoring the risks linked to the use of FDIs by the Sub-Funds and for the implementation of risk management procedures lies with the Board of Directors of the Company, as well as the Management Company. The Management Company has appointed the Investment Manager to provide certain risk management services in order to monitor the risk exposure of the Sub-Funds. The Investment Manager is a third-party company, independent from the Deutsche Bank Group and the Management Company, and the day-to-day monitoring function has been delegated to it with the view of:

- i) ensuring review and assessment of risks independently from the fund management duties performed by the Management Company; and
- ii) reducing conflicts of interests, and eliminating them where possible.

The members of the Board of Directors, as well as the personnel of the Management Company and the Investment Manager, are highly qualified and have an extensive experience related to fund management, and also specific experience relevant to the use of FDIs. The persons responsible for risk management at the Management Company all have graduate degrees and have all been working in the financial industry for more than 10 years.

## Control Management

The Investment Manager will report any breaches and compliance issues that may arise to the Management Company, which will in turn immediately inform the Board of Directors. The Management Company shall review and monitor the activities of the Investment Manager on an ongoing basis, perform additional independent controls and submit regular reports for the consideration of the Board of Directors. The Management Company shall notify the Board of Directors of any material and significant issues and any breaches of the guidelines laid down in the risk management manual and in this Prospectus will be reported immediately or as soon as reasonably practicable.

The Investment Manager has the day to day responsibility for the provision of risk management services to the Sub-Funds and shall provide weekly reporting to the Management Company covering:

- new FDI trades entered into on behalf of the Sub-Funds;
- a review and confirmation of Sub-Funds' performance in accordance with the Underlying Asset over the period;
- the occurrence of any investment restriction breach;
- the risk management figures;
- any changes in the credit quality of the Hedging Asset (where relevant); and
- any other information which the Investment Manager considers relevant to the Sub-Funds.

## Calculation of the Global Exposure

The Global Exposure can be defined as the sum of the counterparty risk and the market risk to which a Sub-Fund is exposed. The Management Company will apply the commitment approach for the purposes of calculating the Global Exposure of the Sub-Funds, based on the principle that the FDIs entered into by the Sub-Funds are structured to reflect the delta-one performance of the Underlying Asset.

A delta-one structure is a structure in which the performance of the Sub-Funds can be compared to the Underlying Asset as if the Sub-Funds was not exposed to FDIs. In other words, this means that the Sub-Funds do not bear any additional market risk (compared to directly holding the Underlying Asset) as a result of their investment into FDIs if the un-invested cash position of the Sub-Funds is zero, i.e. if there is no residual leverage or de-leverage. Compared to a situation where the Sub-Funds would hold the Underlying Asset directly, the Global Exposure to FDIs can therefore be reduced to the counterparty risk, as the use of leverage for investment purposes is not permitted under UCITS III laws and regulations.

## Calculation of the Gross Counterparty Exposure ("Gross CRE")

The Gross CRE is calculated by the Management Company as the product of:

- i) the risk weighted assets; and
- ii) the sum of:
  - a. the mark-to-market value of all the FDIs entered into by the Sub-Fund with the Swap Counterparty; and
  - b. the product of the notional amount of the FDIs and an add-on factor.

## Use of Leverage

When calculating the leverage used by the Sub-Funds in accordance with the commitment approach, the leverage will be the quotient of the:

- i) the notional value of the FDIs, and
- ii) the Net Asset Value of the Sub-Fund.

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At the time the Sub-Fund enters into a FDI with the Swap Counterparty, the leverage ratio will always be 1 and there is therefore no effective leverage used by the Sub-Fund.

#### Calculation of the Net Counterparty Exposure ("Net CRE")

The Net CRE is defined as the Gross CRE after deductions for provision of collateral by the Swap Counterparty. The Net CRE must be maintained below 10% at all times. As soon as the Gross CRE reaches 8%, the Investment Manager will require a reduction of the Gross CRE related to the Sub-Fund's FDIs by causing the Swap Counterparty to deliver to the Custodian collateral in the form of cash or liquid securities issued by a member state of the OECD or by their local authorities or by supranational institutions and undertakings of community, regional or worldwide nature. Such collateral will be enforceable by the Sub-Fund at all times and will be marked-to-market on a daily basis. The amount of collateral to be delivered will be at least equal to the value by which the 8% Gross CRE limit has been exceeded. Alternatively, the Investment Manager may require that the Swap Counterparty proceed to a restrike of existing swap transactions to the current level of the Underlying Asset and/or foreign exchange rate which, by fully resetting the mark-to-market value of these transactions to zero (or partially resetting it to a lower value), will result in the payment of an amount in cash to the Sub-Fund which, at the discretion of the Investment Manager, will be used in the general cash management of the relevant Sub-Fund (e.g. to finance pending redemptions), or will be reinvested into a new swap transaction entered into at the current level of the Underlying Asset.

### **11 Mitigation of Counterparty Risk Exposure**

When applying the limits specified in sections 2.3 and 2.4 of the chapter "Investment Restrictions" in the Prospectus to the OTC swap transaction, reference must be made to the net counterparty risk exposure as determined pursuant to the Regulations. In order to reduce its net counterparty risk exposure, the Company may in relation to any of its Sub-Funds use risk mitigation techniques such as netting and financial collateral techniques which are or would become authorised by the Regulations.

The Company may notably reduce the overall counterparty risk of each Sub-Fund's OTC swap transaction by causing the Swap Counterparty to deliver to the Custodian or to a third party bank collateral in the form of financial assets eligible and given in accordance with the Regulations. Such collateral will be enforceable by the Company at all times and will be marked to market on a daily basis. The amount of collateral to be delivered will be at least equal to the value by which the overall exposure limit as determined pursuant to the Regulations has been exceeded.

In this context, the Company may notably cause the Swap Counterparty to pledge certain of its assets, or certain accounts on which these assets are held, in favour of the Company in accordance with the provisions of appropriate collateral contractual documentation such as the Pledge Agreement. These accounts may be opened in the books of, and the assets held thereon maintained by, one or more financial institutions which do not necessarily belong to the group of the Custodian and which are hence acting as Collateral Account Bank. These financial institutions may also be entrusted with certain collateral management functions and are hence acting as Collateral Manager pursuant to documentation such as the Collateral Management Agreement.

The Company may also organize relevant collateral arrangements via any of the pooling techniques which are or would become authorised by the Regulations and which are compliant with the ring fencing principles among Sub-Funds as required by the Law. Such a collateral arrangement may in particular be organised through a global account opened in the name of the Swap Counterparty, which account would be pledged in favour of the Company acting on behalf of all or part of its Sub-Funds and the financial assets of which would be allocated among the Sub-Funds concerned so that each of the latter would be able to identify the specific financial assets held on such account which are pledged in its favour.

The Company may also reduce the overall counterparty risk of the Sub-Fund's OTC swap transaction by resetting the OTC swap transaction. The effect of resetting the OTC swap transaction is to reduce the marked to market of the OTC swap transaction and, herewith, reduce the net counterparty exposure to the applicable rate.

The collateral arrangement applicable to each Sub-Fund may vary from time to time. Information in relation to the outstanding collateral arrangement applicable to any specific Sub-Fund may be obtained by investors at the registered office of the Company, which is located at, 49, avenue J.F. Kennedy, L-1855 Luxembourg.

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## RISK FACTORS

The following is a general discussion of a number of risks which may affect the value of Shares. See also the section of the relevant Product Annex headed "Other Information – Risk Factors" (if any) for a discussion of additional risks particular to a specific issue of Shares. Such risks are not, nor are they intended to be, exhaustive. Not all risks listed necessarily apply to each issue of Shares, and there may be other considerations that should be taken into account in relation to a particular issue. What factors will be of relevance to a particular Sub-Fund will depend upon a number of interrelated matters including, but not limited to, the nature of the Shares and the Sub-Fund's Investment Policy.

No investment should be made in the Shares until careful consideration of all these factors has been made.

### Introduction

The value of investments and the income from them, and therefore the value of and income from Shares relating to a Sub-Fund can go down as well as up and an investor may not get back the amount he invests. Due to the various commissions and fees which may be payable on the Shares, an investment in Shares should be viewed as medium to long term. An investment in a Sub-Fund should not constitute a substantial proportion of an investment portfolio and may not be appropriate for all investors. Investors should only reach an investment decision after careful consideration with their legal, tax, accounting, financial and other advisers. The legal, regulatory, tax and accounting treatment of the Shares can vary in different jurisdictions. Any descriptions of the Shares set out in the Prospectus and/or a Product Annex are for general information purposes only. Investors should recognise that the Shares may decline in value and should be prepared to sustain a total loss of their investment. Risk factors may occur simultaneously and/or may compound each other resulting in an unpredictable effect on the value of the Shares.

### General Risks

*Extreme Market Movements:* In the event of large Index movements, including large intra-day movements, a Sub-Fund's performance may be inconsistent with its stated investment objective.

*Valuation of the Shares:* The value of a Share will fluctuate as a result of, amongst other things, changes in the value of the Sub-Fund's assets, the Underlying Asset and, where applicable, the derivative techniques used to link the two.

*Lack of discretion of the Management Company to adapt to market changes:* Unlike many conventional funds but like most traditional ETFs, the Sub-Funds are not "actively managed". Accordingly, the Management Company will not adjust the composition of a Sub-Fund's portfolio except (where relevant) in order to seek to closely correspond to the duration and total return of the relevant Underlying Asset. The Sub-Funds do not try to "beat" the market they track and do not seek temporary defensive positions when markets decline or are judged to be overvalued. Accordingly, a fall in the relevant Underlying Asset may result in a corresponding fall in the value of the Shares of the relevant Sub-Fund.

*Risk of Swap Transactions:* Swap transactions are subject to the risk that the Swap Counterparty may default on its obligations. Currently the Swap Counterparty for the swap agreements of all the Sub-Funds is Deutsche Bank AG, whose credit ratings are Aa1/P-1/B (Moody's) and A+/A-1 (Standard & Poor's) as of the date of this Prospectus. If a default were to occur in relation to the Swap Counterparty, the Sub-Funds will have contractual remedies pursuant to the relevant OTC swap transaction. In particular the OTC swap transaction provides that a termination amount will be determined and such amount may be payable by the Swap Counterparty to the Company or by the Company to the Swap Counterparty, as the case may be. However, such remedies may be subject to bankruptcy and insolvency laws which could affect a Sub-Fund's rights as a creditor. For example, a Sub-Fund may not receive the net amount of payments that it contractually is entitled to receive on termination of the OTC swap transaction where the Swap Counterparty is insolvent or otherwise unable to pay the termination amount. Nevertheless this risk is limited as the net counterparty risk exposure of each Sub-Fund is subject to a limit of 10% of its Net Asset Value on a single Swap Counterparty under the Regulations. Please refer to the section "Risk Management Policy for FDI" for further information on the risk management policy implemented by the Management Company and the Investment Manager in relation to the use of FDIs by the Sub-Funds for investment purposes.

*Valuation of the Underlying Asset and the Sub-Fund's assets:* The Sub-Fund's assets, the Underlying Asset or the derivative techniques used to link the two may be complex and specialist in nature. Valuations for such assets or derivative techniques will only usually be available from a limited number of market professionals which frequently act as counterparties to the transactions to be valued. Such valuations are often subjective and there may be substantial differences between any available valuations.

*Exchange Rates:* An investment in the Shares may directly or indirectly involve exchange rate risk. Because the Net Asset Value of the Sub-Fund will be calculated in its Reference Currency, the performance of an Underlying Asset or of its constituents denominated in another currency than the Reference Currency will also depend on the strength of such currency against the Reference Currency and the interest rate of the country issuing this currency. Equally, the currency denomination of any Sub-Fund asset in another currency than the Reference Currency will involve exchange rate risk for the Sub-Fund.

*Interest Rates:* Fluctuations in interest rates of the currency or currencies in which the Shares, the Sub-Fund's assets and/or the Underlying Asset are denominated may affect financing costs and the real value of the Shares.

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**Inflation:** The rate of inflation will affect the actual rate of return on the Shares. An Underlying Asset may reference the rate of inflation.

**Yield:** Returns on Shares may not be directly comparable to the yields which could be earned if any investment were instead made in any Sub-Fund's assets or Underlying Asset.

**Correlation:** The Shares may not correlate either perfectly or highly with movements in the value of Sub-Fund's assets and/or the Underlying Asset.

**Volatility:** The value of the Shares may be affected by market volatility and/or the volatility of the Sub-Fund's assets and/or the Underlying Asset.

**Credit Risk:** The ability of the Company to make payments to Shareholders in respect of the Shares will be diminished to the extent of any other liabilities undertaken by, or imposed on, the Company. Any Sub-Fund's assets, Underlying Asset or derivative technique used to link the two may involve the risk that the counterparty to such arrangements may default on any obligations to perform thereunder.

**Liquidity Risk:** Certain types of securities may be difficult to buy or sell, particularly during adverse market conditions, which may affect their value. The fact that the Shares may be listed on a stock exchange is not an assurance of liquidity in the Shares.

**Leverage Risk:** The Sub-Fund's assets, Underlying Asset and the derivative techniques used to link the two may comprise elements of leverage (or borrowings) which may potentially magnify losses and may result in losses greater than the amount borrowed or invested.

**Political Factors, Emerging Market and Non-OECD Member State Assets:** The performance of the Shares and/or the possibility to purchase, sell, or repurchase the Shares may be affected by changes in general economic conditions and uncertainties such as political developments, changes in government policies, the imposition of restrictions on the transfer of capital and changes in regulatory requirements. Such risks can be heightened in investments in, or relating to, emerging markets or non-OECD Member States. In addition, local custody services remain underdeveloped in many non-OECD and emerging market countries and there is a transaction and custody risk involved in dealing in such markets. In certain circumstances, a Sub-Fund may not be able to recover or may encounter delays in the recovery of some of its assets. Furthermore, the legal infrastructure and accounting, auditing and reporting standards in emerging markets or non-OECD Member States, may not provide the same degree of investor information or protection as would generally apply to major markets.

**Capital Protection:** Shares may be expressed to be fully or partially protected. In certain circumstances, such protection may not apply. Shareholders may be required to hold their Shares until maturity in order fully to realise the maximum protection available. Shareholders should read the terms of any protection with great care. Specifically, it should be noted that, unless otherwise expressly provided, it is unlikely that protection levels will be based on the price at which Shareholders may purchase the Shares in the secondary market (if any).

**Path Dependency:** Shares may be linked to Underlying Assets the performance of which is path dependent. This means that any decision or determination made can have a cumulative effect and may result in the value of such product over time being significantly different from the value it would have been if there had been no such cumulative effect. Please refer to the diagrammatic illustration and numerical examples in the relevant Product Annex, if any, for further explanation in this regard.

**Share Subscriptions and Redemptions:** Provisions relating to the subscription and redemption of Shares grant the Company discretion to limit the amount of Shares available for subscription or redemption on any Transaction Day and, in conjunction with such limitations, to defer or pro rata such subscription or redemption. In addition, where requests for subscription or redemption are received late, there will be a delay between the time of submission of the request and the actual date of subscription or redemption. Such deferrals or delays may operate to decrease the number of Shares or the redemption amount to be received.

**Listing:** There can be no certainty that a listing on any stock exchange applied for by the Company will be achieved and/or maintained or that the conditions of listing will not change. Further, trading in Shares on a Stock Exchange may be halted pursuant to that Stock Exchange's rules due to market conditions and investors may not be able to sell their Shares until trading resumes.

**Legal and Regulatory:** The Company must comply with regulatory constraints or changes in the laws affecting it, the Shares, or the Investment Restrictions, which might require a change in the investment policy and objectives followed by a Sub-Fund. The Sub-Fund's assets, the Underlying Asset and the derivative techniques used to link the two may also be subject to change in laws or regulations and/or regulatory action which may affect their value.

**Nominee Arrangements:** Where an investor invests in Shares via the Distributor and/or a nominee or holds interests in Shares through a Clearing Agent, such investor will typically not appear on the Register of the Company and may not therefore be able to exercise voting or other rights available to those persons appearing on the Register.

**Use of Derivatives:** As a Sub-Fund whose performance is linked to an Underlying Asset will often be invested in derivative instruments or securities which differ from the Underlying Asset, derivative techniques will be used to link the value of the Shares to the performance of the Underlying Asset. While the prudent use of such derivatives can be beneficial, derivatives also involve risks which, in certain cases, can be greater than the risks presented by more traditional investments. There may be transaction costs associated with the use of derivatives.

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**Bans on Short Selling:** In light of the credit crunch and the financial turmoil which started in late 2007 and aggravated in September 2008, many markets around the world have made significant changes to rules regarding short selling. In particular, many regulators (including those in the United States and the United Kingdom) have moved to ban "naked" short selling or to completely suspend short selling for certain stocks. The operation and market making activities in respect of a Sub-Fund may be affected by regulatory changes to the current scope of such bans. Furthermore, such bans may have an impact on the market sentiment which may in turn affect the performance of the Index and as a result the performance of a Sub-Fund. It is impossible to predict whether such an impact caused by the ban on short selling will be positive or negative for any Sub-Fund. In the worst case scenario, a Shareholder may lose all his investments in a Sub-Fund.

**Past and Future Performance:** The performance of a Sub-Fund is dependent upon several factors including, but not limited to, the Underlying Asset's performance, as well as fees and expenses, tax and administration duties, certain amounts (such as Enhancements resulting from Swap hedging policy), etc. which will or may have actually been charged, applied and/or discounted. These elements generally vary during any performance period, and it should therefore be noted that when comparing performance periods, some may appear to have enhanced or reduced performance when compared to similar performance periods, due to the application (or reduction) of some or all of the factors set out above. Past performance, as published in the simplified prospectuses or in any marketing documentation, is not a guarantee of, and should not be used as a guide to, future returns.

**Operations –** The Company's operations (including investment management, distribution and collateral management) are carried out by several service providers some of whom are described in the section headed "Management and Administration". In the event of a bankruptcy or insolvency of a service provider, investors could experience delays (for example, delays in the processing of subscriptions, conversions and redemption of Shares) or other disruptions.

**Custodian and Collateral Account Bank –** A substantial part of the Company's assets as well as the assets pledged in favour of the Company are held in custody by the Custodian, the Collateral Account Bank and as the case may be third party custodians and sub-custodians. This exposes the Company to a custody risk. This means that the Company is exposed to the risk of loss of these assets as a result of insolvency, negligence or fraudulent trading by the Custodian, the Collateral Account Bank and these third parties.

### **Underlying Asset Risks**

**Underlying Asset calculation and substitution:** In certain circumstances described in the relevant Product Annex, the Underlying Asset may cease to be calculated or published on the basis described or such basis may be altered or the Underlying Asset may be substituted.

In certain circumstances such as the discontinuance in the calculation or publication of the Underlying Asset or suspension in the trading of any constituents of the Underlying Assets, it could result in the suspension of trading of the Shares or the requirement for Market Makers to provide two way prices on the Relevant Stock Exchanges.

**Corporate Actions:** Securities comprising an Underlying Asset may be subject to change in the event of corporate actions in respect of those securities.

**Tracking Error.** The following are some of the factors which may result in the value of the Shares varying from the value of the Underlying Asset: investments in assets other than the Underlying Asset may give rise to delays or additional costs and taxes compared to an investment in the Underlying Asset; investment or regulatory constraints may affect the Company but not the Underlying Asset; the fluctuation in value of Sub-Fund's assets; where applicable, any differences between the maturity date of the Shares and the maturity date of the relevant Sub-Fund's assets; in relation to where the index is based on a short or inverse index, any cost associated with the borrowing of the constituents of the Underlying Asset in order to replicate the inverse performance of the Underlying Asset; and the existence of a cash position held by a Sub-Fund.

**Adjustment to OTC Swap Transactions to reflect index replication costs:** The Swap Counterparty may enter into hedging transactions in respect of the OTC Swap Transaction(s). According to the OTC Swap Transaction(s) entered into between the Sub-Funds and the Swap Counterparty, the Sub-Funds shall receive the performance of the Indexes adjusted to reflect certain index replication costs associated with (i) the buying and selling and any borrowing and/or financing by the Swap Counterparty of the constituents of the Indexes in order to replicate the Indexes performance; or (ii) financing charges incurred to safeguard against severe market movements of the constituents of the Indexes; or (iii) unexpected financing costs in the event of severe markets movements; or (iv) custody or other related costs incurred by the Swap Counterparty in relation to holding the constituents of the Indexes; or (v) taxes or other duties imposed on the buying or selling of the constituents of the Indexes; or (vi) taxes imposed on any income derived from the constituents of the Indexes; or (vii) any other transactions performed by the Swap Counterparty in relation to the constituents of the Indexes. These index replication costs may affect the ability of the Sub-Funds to achieve their Investment Objectives. As a result, the attention of investors is drawn to the fact that (x) the Net Asset Value of the Sub-Funds may be adversely impacted by any such adjustments to the valuation of the OTC Swap Transaction(s); (y) the potential negative impact on the Sub-Funds' performance that investors may suffer as a result of any such adjustments could depend on the timing of their investment in and/or divestment from the Sub-Funds; and (z) the magnitude of such potential negative impact on the performance of the Sub-Funds may not correspond to an investor's profit or loss arising out of such investor's holding in the Sub-Funds as a result of the potential retroactive effect of any such costs, including those arising from changes in taxation in certain jurisdictions.

**No investigation or review of the Underlying Asset(s):** None of the Company, any Investment Manager or any of its affiliates has performed or will perform any investigation or review of the Underlying Asset on behalf of any

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prospective investor in the Shares. Any investigation or review made by or on behalf of the Company, the Investment Manager or any of its affiliates is or shall be for their own proprietary investment purposes only.

*Licence to use the relevant Index may be terminated:* Each Sub-Fund has been granted a licence by each of the Index Sponsors to use the relevant Index in order to create a Sub-Fund based on the relevant Underlying Asset and to use certain trade marks and any copyright in the relevant Index. A Sub-Fund may not be able to fulfil its objective and may be terminated if the licence agreement between the Sub-Fund and the relevant Index Sponsor is terminated. A Sub-Fund may also be terminated if the relevant Index ceases to be compiled or published and there is no replacement Underlying Asset using the same or substantially similar formula for the method of calculation as used in calculating the relevant Index.

Certain risks associated with investment in particular Underlying Assets or any securities comprised therein are set out below:

- Shares

The value of an investment in shares will depend on a number of factors including, but not limited to, market and economic conditions, sector, geographical region and political events.

- Pooled Investment Vehicles

Alternative investment funds, mutual funds and similar investment vehicles operate through the pooling of investors' assets. Investments are then invested either directly into assets or are invested using a variety of hedging strategies and/or mathematical modelling techniques, alone or in combination, any of which may change over time. Such strategies and/or techniques can be speculative, may not be an effective hedge and may involve substantial risk of loss and limit the opportunity for gain. It may be difficult to obtain valuations of products where such strategies and/or techniques are used and the value of such products may depreciate at a greater rate than other investments. Pooled investment vehicles are often unregulated, make available only limited information about their operations, may incur extensive costs, commissions and brokerage charges, involve substantial fees for investors (which may include fees based on unrealised gains), have no minimum credit standards, employ high risk strategies such as short selling and high levels of leverage and may post collateral in unsegregated third party accounts.

- Indices

The compilation and calculation of an index will generally be rules based, account for fees and include discretions exercisable by the index sponsor. Methodologies used for certain proprietary indices are designed to ensure that the level of the index reaches a pre-determined level at a specified time. However, this mechanism may have the effect of limiting any gains above that level. Continuous protection or lock-in features designed to provide protection in a falling market may also result in a lower overall performance in a rising market.

- Real Estate

The risks associated with a direct or indirect investment in real estate include: the cyclical nature of real estate values, changes in environmental, planning, landlord and tenant, tax or other laws or regulations affecting real property, demographic trends, variations in rental income and increases in interest rates.

- Commodities

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 events.

- Structured Finance Securities

Structured finance securities include, without limitation, asset-backed securities and credit-linked securities, which may entail a higher liquidity risk than exposure to sovereign or corporate bonds. Certain specified events and/or the performance of assets referenced by such securities, may affect the value of, or amounts paid on, such securities (which may in each case be zero). It is not the Company's current intention to invest in any structured finance securities.

- Others

Underlying Asset(s) may include other assets which involve substantial financial risk such as distressed debt, low quality credit securities, forward contracts and deposits with commodity trading advisors (in connection with their activities).

*Potential Conflicts of Interest:* The following discussion enumerates certain potential divergences and conflicts of interest that may exist or arise in relation to the Directors, Shareholders, Management Company, and any other service provider (including their affiliates and respective potential investors, partners, members, directors, officers, employees, consultants, agents and representatives) (each a "**Service Provider**"), with respect to all or part of the Sub-Funds (collectively the "**Connected Persons**" and each a "**Connected Person**").

This section does not purport to be an exhaustive list or a complete explanation of all the potential divergences and conflicts of interest.



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- Each Connected Person may be deemed to have a fiduciary relationship with a Sub-Fund in certain circumstances and consequently the responsibility for dealing fairly with the Company and relevant Sub-Fund(s). However, the Connected Persons may engage in activities that may diverge from or conflict with the interests of the Company, one or several Sub-Funds or potential investors. They may for instance:
    - contract or enter into any financial, banking or other transactions or arrangements with one another or with the Company including, without limitation, investment by the Company in securities or investment by any Connected Persons in any company or body any of whose investments form part of the assets of the Company or be interested in any such contracts or transactions;
    - invest in and deal with Shares, securities, assets or any property of the kind included in the property of the Company for their respective individual accounts or for the account of a third party; and
    - deal as agent or principal in the sale or purchase of securities and other investments to or from the Company through or with the Investment Manager, Investment Adviser or the Custodian or any subsidiary, affiliate, associate, agent or delegate thereof.

Any assets of the Company in the form of cash or securities may be deposited with any Connected Person. Any assets of the Company in the form of cash may be invested in certificates of deposit or banking investments issued by any Connected Person. Banking or similar transactions may also be undertaken with or through a Connected Person.

- Entities within, and/or employees, agents, affiliates or subsidiaries of members of, the Deutsche Bank AG Group (for the purposes hereof, collectively, "**DB Affiliates**") may act as Service Providers. DB Affiliates may for instance act as counterparties to the derivatives transactions or contracts entered into by the Company (for the purposes hereof, the "**Counterparty**" or "**Counterparties**"), Director, distributor, sub-distributor, index sponsor, index constituent agent, market maker, management company, investment adviser and provide sub-custodian services to the Company, all in accordance with the relevant agreements which are in place. In addition, in many cases the Counterparty may be required to provide valuations of such derivative transactions or contracts. These valuations may form the basis upon which the value of certain assets of the Company is calculated.

The Board of Directors acknowledges that, by virtue of the functions which DB Affiliates will perform in connection with the Company, potential conflicts of interest are likely to arise. In such circumstances, each DB Affiliate has undertaken to use its or his reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its or his respective obligations and duties) and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced.

Prospective investors should note that, subject always to their legal and regulatory obligations in performing each or any of the above roles:

- DB Affiliates will pursue actions and take steps that it deems appropriate to protect their interests;
- DB Affiliates may act in their own interests in such capacities and need not have regard to the interests of any Shareholder;
- DB Affiliates may have economic interests adverse to those of the Shareholders. DB Affiliates shall not be required to disclose any such interests to any Shareholder or to account for or disclose any profit, charge, commission or other remuneration arising in respect of such interests and may continue to pursue its business interests and activities without specific prior disclosure to any Shareholder;
- DB Affiliates do not act on behalf of, or accept any duty of care or any fiduciary duty to any investors or any other person;
- DB Affiliates shall be entitled to receive fees or other payments and to exercise all rights, including rights of termination or resignation, which they may have, even though so doing may have a detrimental effect on investors; and
- DB Affiliates may be in possession of information which may not be available to investors. There is no obligation on any DB Affiliate to disclose to any investor any such information.

Notwithstanding the above, the Board of Directors believes that these divergences or conflicts can be adequately managed, and expect that the Counterparty will be suitable and competent to provide such services and will do so at no further cost to the Company which would be the case if the services of a third party were engaged to provide such services.

*Allocation of shortfalls among Classes of a Sub-Fund:* The right of holders of any Class of Shares to participate in the assets of the Company is limited to the assets (if any) of the relevant Sub-Fund and all the assets comprising a Sub-Fund will be available to meet all of the liabilities of the Sub-Fund, regardless of the different amounts stated to be payable on the separate Classes (as set out in the relevant Product Annex). For example, if (i) on a winding-up of the Company or (ii) as at the Maturity Date (if any), the amounts received by the Company under the relevant Sub-Fund's assets (after payment of all fees, expenses and other liabilities which are to be borne by the relevant Sub-Fund) are insufficient to pay the full Redemption Amount payable in respect of all Classes of Shares of the relevant Sub-Fund, each Class of Shares of the Sub-Fund will rank pari passu with each other Class of Shares of the relevant Sub-Fund, and the proceeds of the relevant Sub-Fund will be distributed equally amongst each Shareholder of that Sub-Fund pro rata to the amount paid up on the Shares held by each Shareholder. The relevant Shareholders will have no further

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right of payment in respect of their Shares or any claim against any other Sub-Fund or any other assets of the Company. This may mean that the overall return (taking account of any dividends already paid) to Shareholders who hold Shares paying dividends quarterly or more frequently may be higher than the overall return to Shareholders who hold Shares paying dividends annually and that the overall return to Shareholders who hold Shares paying dividends may be higher than the overall return to Shareholders who hold Shares paying no dividends. In practice, cross liability between Classes is only likely to arise where the aggregate amounts payable in respect of any Class exceed the assets of the Sub-Fund notionally allocated to that Class, that is, those amounts (if any) received by the Company under the relevant Sub-Fund's assets (after payment of all fees, expenses and other liabilities which are to be borne by such Sub-Fund) that are intended to fund payments in respect of such Class or are otherwise attributable to that Class. Such a situation could arise if, for example, there is a default by a counterparty in respect of the relevant Sub-Fund's assets. In these circumstances, the remaining assets of the Sub-Fund notionally allocated to any other Class of the same Sub-Fund may be available to meet such payments and may accordingly not be available to meet any amounts that otherwise would have been payable on such other Class.

*Segregated Liability between Sub-Funds:* While the provisions of the Law provide for segregated liability between Sub-Funds, these provisions have yet to be tested in foreign courts, in particular, in satisfying local creditors' claims. Accordingly, it is not free from doubt that the assets of any Sub-Fund of the Company may be exposed to the liabilities of other funds of the Company. As at the date of this Prospectus, the Directors are not aware of any existing or contingent liability of any Sub-Fund of the Company.

*Consequences of winding-up proceedings:* If the Company fails for any reason to meet its obligations or liabilities, or is unable to pay its debts, a creditor may be entitled to make an application for the winding-up of the Company. The commencement of such proceedings may entitle creditors (including counterparties) to terminate contracts with the Company (including Sub-Fund's assets) and claim damages for any loss arising from such early termination. The commencement of such proceedings may result in the Company being dissolved at a time and its assets (including the assets of all Sub-Funds) being realised and applied to pay the fees and expenses of the appointed liquidator or other insolvency officer, then in satisfaction of debts preferred by law and then in payment of the Company's liabilities, before any surplus is distributed to the Shareholders of the Company. In the event of proceedings being commenced, the Company may not be able to pay the full amounts anticipated by the Product Annex in respect of any Class or Sub-Funds.

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## ADMINISTRATION OF THE COMPANY

### Co-Management

For the purposes of effective management and in order to reduce the operational and administrative costs, the Board of Directors may decide that all or part of the assets of one or more Sub-Funds of the Company be co-managed with the assets belonging to other Sub-Funds of the Company (for the purposes hereof, the "**Participating Sub-Funds**"). In the following paragraphs, the term "**Co-Managed Assets**" will refer to all the assets belonging to the Participating Sub-Funds which are subject to this co-management scheme.

Within this framework, the Board of Directors may, for the account of the Participating Sub-Funds, take decisions on investment, divestment or on other readjustments which will have an effect on the composition of the Participating Sub-Funds' portfolio. Each Participating Sub-Fund will hold such proportion of the Co-Managed Assets which corresponds to a proportion of its Net Asset Value over the total value of the Co-Managed Assets. This ratio will be applied to each of the levels of the portfolio held or acquired in co-management. In the event of investment or divestment decisions, these ratios will not be affected and additional investments will be allocated, in accordance with the same ratios, to the Participating Sub-Funds and any assets realised will be withdrawn proportionally to the Co-Managed Assets held by each Participating Sub-Fund.

In the event of new subscriptions occurring in respect of one of the Participating Sub-Funds, the proceeds of the subscriptions will be allocated to the Participating Sub-Funds according to the modified ratio resulting from the increase of the Net Assets of the Participating Sub-Fund which benefited from the subscriptions, and all levels of the portfolio held in co-management will be modified by way of transfer of the relevant assets in order to be adjusted to the modified ratios. In like manner, in the event of redemptions occurring in respect of one of the Participating Sub-Funds, it will be necessary to withdraw such liquid assets held by the Participating Sub-Funds as will be determined on the basis of the modified ratios, which means that the levels of the portfolios will have to be adjusted accordingly. Shareholders must be aware that even without an intervention of the competent bodies of the Company, the co-management technique may affect the composition of the Sub-Fund's assets as a result of particular events occurring in respect of other Participating Sub-Funds such as subscriptions and/or redemptions. Thus, on the one hand, subscriptions effected with respect to one of the Participating Sub-Funds will lead to an increase of the liquid assets of such Participating Sub-Fund, while on the other hand, redemptions will lead to a decrease of the liquid assets of the relevant Participating Sub-Fund. The subscription and redemption proceeds may however be kept on a specific account held in respect of each Participating Sub-Fund which will not be subject to the co-management technique and through which the subscriptions and redemptions proceeds may transit. The crediting/and debiting to and from this specific account of an important volume of subscriptions and redemptions and the Company's discretionary power to decide at any moment to discontinue the co-management technique can be regarded as a form of trade-off for the readjustments in the Sub-Funds' portfolios should the latter be construed as being contrary to the interests of the Shareholders of the relevant Participating Sub-Funds.

Where a change with respect to the composition of a specific Participating Sub-Fund's portfolio occurs because of the redemption of Shares of such Participating Sub-Fund or the payments of any fees or expenses which have been incurred by another Participating Sub-Fund and would lead to the violation of the investment restrictions of such Participating Sub-Fund, the relevant assets will be excluded from the co-management scheme before enacting the relevant modification.

Co-Managed Assets will only be co-managed with assets belonging to Participating Sub-Funds of which the Investment Policy is compatible. Given that the Participating Sub-Funds can have investment policies which are not exactly identical, it cannot be excluded that the common policy applied will be more restrictive than that of the particular Participating Sub-Funds.

The Board of Directors may at any time and without any notice whatsoever decide that the co-management will be discontinued.

The Shareholders may, at any moment, obtain information at the registered office of the Company, on the percentage of the Co-Managed Assets and on the Participating Sub-Funds that are subject to the co-management scheme. Periodic reports made available to the Shareholders from time to time will provide information on the percentage of the Co-Managed Assets and on the Participating Sub-Funds that are subject to the co-management scheme.

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## Determination of the Net Asset Value

### General Valuation Rules

The Net Asset Value of the Company is at any time equal to the total of the Net Asset Values of the Sub-Funds.

The Articles of Incorporation provide that the Board of Directors shall establish a portfolio of assets for each Sub-Fund as follows:

- (i) the proceeds from the issue of each Share are to be applied in the books of the relevant Sub-Fund to the pool of assets established for such Sub-Fund and the assets and liabilities and incomes and expenditures attributable thereto are applied to such portfolio subject to the provisions set forth hereafter;
- (ii) where any asset is derived from another asset, such asset will be applied in the books of the relevant Sub-Fund from which such asset was derived, meaning that on each revaluation of such asset, any increase or diminution in value of such asset will be applied to the relevant portfolio;
- (iii) where the Company incurs a liability which relates to any asset of a particular portfolio or to any action taken in connection with an asset of a particular portfolio, such liability will be allocated to the relevant portfolio;
- (iv) where any asset or liability of the Company cannot be considered as being attributable to a particular portfolio, such asset or liability will be allocated to all the Sub-Funds *pro rata* to the Sub-Funds' respective Net Asset Value at their respective Launch Dates;
- (v) upon the payment of dividends to the Shareholders in any Sub-Fund, the Net Asset Value of such Sub-Fund shall be reduced by the gross amount of such dividends.

The liabilities of each Sub-Fund shall be segregated on a Sub-Fund-by-Sub-Fund basis with third party creditors having recourse only to the assets of the Sub-Fund concerned.

Any assets held in a particular Sub-Fund not expressed in the Reference Currency will be translated into the Reference Currency at the rate of exchange prevailing in a recognised market on the Business Day immediately preceding the Valuation Day.

The Net Asset Value per Share of a specific Class of Shares will be determined by dividing the value of the total assets of the Sub-Fund which are attributable to such Class of Shares less the liabilities of the Sub-Fund which are attributable to such Class of Shares by the total number of Shares of such Class of Shares outstanding on the relevant Transaction Day.

For the determination of the Net Asset Value of a Class of Shares the rules sub (i) to (v) above shall apply *mutatis mutandis*. The Net Asset Value per Share of each Class in each Sub-Fund will be calculated by the Administrative Agent in the Reference Currency of the relevant Class of Shares and, as the case may be, in the Denomination Currency as specified in the relevant Product Annex by applying the relevant market conversion rate prevailing on each Valuation Day.

The assets and liabilities of the Sub-Funds are valued periodically as specified in the Prospectus and/or in the relevant Product Annex.

The Net Asset Value per Share is or will be calculated on each Valuation Day. The Net Asset Value for all Sub-Funds will be determined on the basis of the last closing prices on the Business Day immediately preceding the Valuation Day or the last available prices from the markets on which the investments of the various Sub-Funds are principally traded.

The Net Asset Value per Share of the different Classes of Shares can differ within each Sub-Fund as a result of the declaration/payment of dividends, differing fee and cost structure for each Class of Shares. In calculating the Net Asset Value, income and expenditure are treated as accruing on a day to day basis.

The Company intends to declare dividends for the Distribution Shares only.

Shareholders owning Distribution Shares are entitled to dividends, which will be determined in accordance with the provisions set out in the relevant Product Annex.

### Specific Valuation Rules

The Net Asset Value of the Sub-Funds shall be determined in accordance with the following rules:

- (i) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received is deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as may be considered appropriate in such case to reflect the true value thereof;
- (ii) the value of all securities which are listed or traded on an official stock exchange or traded on any other Regulated Market will be valued on the basis of the last available prices on the Business Day immediately preceding the Valuation Day or on the basis of the last available prices on the main market on which the investments of the Sub-Funds are principally traded. The Board of Directors will approve a pricing service which will supply the above prices. If, in the opinion of the Board of Directors, such prices do not truly reflect the fair market value of the relevant securities, the value of such securities will be determined in good faith by

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- the Board of Directors either by reference to any other publicly available source or by reference to such other sources as it deems in its discretion appropriate;
- (iii) securities not listed or traded on a stock exchange or a Regulated Market will be valued on the basis of the probable sales price determined prudently and in good faith by the Board of Directors;
  - (iv) securities issued by open-ended investment funds shall be valued at their last available net asset value or in accordance with item (ii) above where such securities are listed;
  - (v) the liquidating value of futures, forward or options contracts that are not traded on exchanges or on other organised markets shall be determined pursuant to the policies established by the Board of Directors, on a basis consistently applied. The liquidating value of futures, forward or options contracts traded on exchanges or on other organised markets shall be based upon the last available settlement prices of these contracts on exchanges and organised markets on which the particular futures, forward or options contracts are traded; provided that if a futures, forward or options contract could not be liquidated on such Business Day with respect to which a Net Asset Value is being determined, then the basis for determining the liquidating value of such contract shall be such value as the Board of Directors may deem fair and reasonable;
  - (vi) liquid assets and money market instruments may be valued at nominal value plus any accrued interest or using an amortised cost method; this amortised cost method may result in periods during which the value deviates from the price the relevant Sub-Fund would receive if it sold the investment. The Management Company may, from time to time, assess this method of valuation and recommend changes, where necessary, to ensure that such assets will be valued at their fair value as determined in good faith pursuant to procedures established by the Board of Directors. If the Board of Directors believes that a deviation from the amortised cost per Share may result in material dilution or other unfair results to Shareholders, the Board of Directors shall take such corrective action, if any, as it deems appropriate, to eliminate or reduce, to the extent reasonably practicable, the dilution or unfair results;
  - (vii) the swap transactions will be consistently valued based on a calculation of the net present value of their expected cash flows;
  - (viii) all other securities and other permissible assets as well as any of the above mentioned assets for which the valuation in accordance with the above sub-paragraphs would not be possible or practicable, or would not be representative of their fair value, will be valued at fair market value, as determined in good faith pursuant to procedures established by the Board of Directors.

#### **Temporary Suspension of Calculation of Net Asset Value and of Issues, Redemptions and Conversions**

Pursuant to its Articles of Incorporation, the Company may suspend the calculation of the Net Asset Value of the Sub-Funds, Shares and/or Classes of Shares and the issue, redemption and conversion of Shares:

- (i) during any period in which any of the principal stock exchanges or other markets on which a substantial portion of the constituents of the Hedging Asset and/or the Underlying Asset from time to time are quoted or traded is closed otherwise than for ordinary holidays, or during which transactions therein are restricted, limited or suspended, provided that such restriction, limitation or suspension affects the valuation of the Hedging Asset or the Underlying Asset;
- (ii) where the existence of any state of affairs which, in the opinion of the Board of Directors, constitutes an emergency or renders impracticable, a disposal or valuation of the assets attributable to a Sub-Fund;
- (iii) during any breakdown of the means of communication or computation normally employed in determining the price or value of any of the assets attributable to a Sub-Fund;
- (iv) during any period in which the Company is unable to repatriate monies for the purpose of making payments on the redemption of Shares or during which any transfer of monies involved in the realisation or acquisition of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
- (v) when for any other reason the prices of any constituents of the Underlying Asset or, as the case may be, the Hedging Asset and, for the avoidance of doubt, where the applicable techniques used to create exposure to the Underlying Asset, cannot promptly or accurately be ascertained;
- (vi) in the case of the Company's liquidation or in the case a notice of termination has been issued in connection with the liquidation of a Sub-Fund or Class of Shares; and
- (vii) where in the opinion of the Board of Directors, circumstances which are beyond the control of the Board of Directors make it impracticable or unfair vis-à-vis the Shareholders to continue trading the Shares.

Such suspension in respect of a Sub-Fund shall have no effect on the calculation of the Net Asset Value per Share, the issue, redemption and conversion of Shares of any other Sub-Fund.

Notice of the beginning and of the end of any period of suspension will be given to the Luxembourg supervisory authority and to the Luxembourg Stock Exchange and any other relevant stock exchange where the Shares are listed and to any foreign regulator where any Sub-Fund is registered in accordance with the relevant rules. Such notice will be published in a Luxembourg daily newspaper and in such other newspaper(s) as will be selected by the Board of Directors.

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**Publication of the Net Asset Value**

The Net Asset Value per Share of each Class of Shares within each Sub-Fund (expressed in the Reference Currency and, as the case may be, translated into the Denomination Currency as specified in the relevant Product Annex), and any dividend declaration will be made public at the registered office of the Company and made available at the offices of the Administrative Agent on each Valuation Day. The Company may arrange for the publication of this information in one or more leading financial newspapers in such countries where the Sub-Funds are distributed to the public and may notify the relevant stock exchanges where the Shares are listed. The Company cannot accept any responsibility for any error or delay in publication or for non-publication of prices which are beyond its control.

The Net Asset Value per Share may also be available on the following Website: [www.dbxtrackers.com](http://www.dbxtrackers.com). The access to such publication on the Website may be restricted and is not to be considered as an invitation to subscribe for, purchase, convert, sell or redeem Shares.

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## ISSUE OF SHARES AND SUBSCRIPTION

Shares can be bought on either the primary market or secondary market.

### ***The Primary Market***

The primary market is the market on which Shares are issued by the Company. To facilitate the launch of a Sub-Fund, the Distributor may inject seed capital by purchasing Shares in such Sub-Fund, on or around the Launch Date. At the same time as other investors purchase Shares in the Sub-Fund, the Distributor may sell its shares and thereby withdrawing the seed capital. Shares held for market making or other purposes will remain unaffected. Any significant holdings by the Distributor will be disclosed in any marketing or information literature produced by the Distributor.

### **Issuing of Shares**

The Board of Directors is authorised to issue Shares of any Class of Shares without limitation at any time.

Furthermore, the Board of Directors reserves the right to discontinue at any time and without notice the issue and sale of Shares. The Board of Directors also reserves the right to authorise at any time and without notice the issue and sale of Shares for Sub-Funds that were previously closed for further subscriptions. Such decision will be taken by the Board of Directors with due regard to the interest of the existing Shareholders.

The Launch Date and the Offering Period (if any) for each newly created or activated Sub-Fund will be determined by the Board of Directors and disclosed in the relevant Product Annex.

The Board of Directors may in its discretion decide, prior to the Launch Date, to cancel the offering of a Sub-Fund. The Board of Directors may also decide to cancel the offering of a new Class of Shares. In such case, investors having made an application for subscription will be duly informed and any subscription monies already paid will be returned. For the avoidance of doubt, no interest will be payable on such amount prior to their return to the investors.

The Company will issue no Shares during any period in which the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended.

Any fractions of Shares can be allotted and issued unless the Shareholder holds Shares through a Clearing Agent such as in the case of Bearer Shares represented by a Global Share Certificate.

### **Subscription in Cash or in Kind**

Subscriptions for Shares are expected to take place in cash.

Each Product Annex will confirm whether a particular Sub-Fund may issue Shares as consideration for in kind contributions of securities. Any such contribution must comply however with (i) each Sub-Fund's Investment Objective and (ii) the Investment Restrictions as described under "Investment Restrictions". Shares will only be issued upon receipt of the securities being transferred as payment in kind. Such subscriptions in kind, if made, will be reviewed and the value of such securities so contributed verified by the Auditor. A report will be issued detailing the securities transferred, their respective market value of the day of the transfer and the number of Shares issued. Such report will be available at the registered office of the Company. Any costs resulting from such a subscription in kind will be borne exclusively by the relevant investor.

### **Initial Issue Price of Shares**

Applications for Initial Subscriptions will be accepted at the Initial Issue Price plus the Upfront Subscription Sales Charge (if applicable) as described in the section dealing with "Fees and Expenses" and/or in the relevant Product Annex. Applications for Shares of a new Class will be accepted at a price, which will be determined in the relevant Product Annex.

Subsequent Subscriptions will be accepted at a price corresponding to the Net Asset Value per Share as determined on the Valuation Day immediately following the relevant Transaction Day, plus the applicable Upfront Subscription Sales Charge (if applicable) as described in the section dealing with "Fees and Expenses" and/or in the relevant Product Annex.

### **Minimum Initial and Subsequent Subscriptions and Minimum Holding Requirements**

The Minimum Initial Subscription Amount and the Minimum Subsequent Subscription Amount that can be applied for, may vary according to the Sub-Fund and the Class of Shares. The Board of Directors reserves the right from time to time to waive any requirements relating to a Minimum Initial Subscription Amount and a Minimum Subsequent Subscription Amount as and when it determines in its reasonable discretion and by taking into consideration the equal treatment of Shareholders.

The Board of Directors may, at any time, redeem all Shares from Shareholders whose holding is less than the Minimum Holding Requirement. In such case the Shareholder concerned will receive prior notice so as to be able to increase his holding above such amounts during a period of 10 Luxembourg Banking Days following the receipt of such notice.

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## **Direct Subscriptions via the Company**

Direct Initial or Subsequent Subscriptions for Shares must be made to the Registrar and Transfer Agent in Luxembourg at the address mentioned in this Prospectus by way of fax, letter or electronic file transfer. In such case, the Registrar and Transfer Agent will charge the full amount of the Upfront Subscriptions Sales Charge provided for in the relevant Product Annex which will revert to the Distributor.

The Registrar and Transfer Agent may request such identification documents as he deems necessary in order to comply with the anti-money laundering laws in Luxembourg. In the case of doubt as to the investor's identity or in the absence of sufficient information to enable the Registrar and Transfer Agent to ascertain such identity, the latter may request further information and/or documents to enable it to ascertain with certainty such identity. If the investor refuses or fails to provide the requested information and/or documents, the Registrar and Transfer Agent may refuse to enter, or delay the entry of, the investor's details on the Company's shareholders' register. Any such information provided to the Registrar and Transfer Agent is collected for anti-money laundering compliance purposes only.

In addition, the Registrar and Transfer Agent is under an obligation to identify the origin of the monies received from a financial institution unless such financial institution is subject to an obligatory identification procedure equivalent to that required under Luxembourg law. Any Subscriptions may be temporarily suspended until the Registrar and Transfer Agent has properly identified the source of the monies.

## **Subscriptions via the Distributor or the Sub-Distributors**

Initial or Subsequent Subscriptions for Shares can also be made indirectly, that is through the Distributor or through the Sub-Distributors. In such case, the Company may waive the above mentioned identification requirements in the following circumstances or in such other circumstances which are regarded as sufficient under current Luxembourg money laundering rules:

- a) if and when a subscription is made via the Distributor or a Sub-Distributor which is supervised by a regulatory authority which imposes a client identification obligation equivalent to that required under Luxembourg law for the prevention of money laundering and to which the Distributor or the Sub-Distributor is subject;
- b) if and when a subscription is made via the Distributor or a Sub-Distributor whose parent is supervised by a regulatory authority imposing a client identification obligation equivalent to that required under Luxembourg law for the prevention of money laundering and where the law applicable to the parent or the group policy imposes an equivalent obligation on its subsidiaries or branches.

The financial regulatory authorities of those countries, which have ratified the recommendations of the Financial Action Task Force (FATF), are generally deemed to impose on the professionals of the financial sector subject to their supervision a client identification obligation equivalent to that required under Luxembourg law.

The Distributor or the Sub-Distributors may provide a nominee service for investors purchasing Shares through them. Such investors may, at their discretion, elect to make use of such service pursuant to which the nominee will hold Shares in its name for and on behalf of the investors who shall nevertheless be entitled, at any time, to claim direct title to the Shares and who, in order to empower the nominee to vote at any general meeting of Shareholders, shall provide the nominee with specific or general voting instructions to that effect. Notwithstanding the above, the investors retain the ability to invest directly in the Company, without using such nominee services.

## **Refusal of Subscription**

The Board of Directors reserves the right to reject, in its sole and absolute discretion, in whole or in part, any direct or indirect application for Shares.

The Board of Directors and the Distributor may, in their sole and absolute discretion, cancel any direct or indirect application for Shares if the applying investors do not settle their subscriptions within a reasonable period (as determined by the Board of Directors or the Distributor) after the relevant settlement period as disclosed in this Prospectus.

The Board of Directors may, in its sole discretion, restrict or prevent the ownership of Shares in the Company by a Prohibited Person. In particular, the Board of Directors has resolved to prevent the ownership of Shares by a US Person. The Board of Directors will also not accept to issue Shares of Class "I" to persons or companies who may not be considered as Institutional Investors. The Board of Directors will, in its sole and absolute discretion, refuse to issue Shares of Class "I" if there is not sufficient evidence that the person or the company to which such Shares are sold, qualifies as an Institutional Investor. The Board of Directors will have due regard to the guidelines and recommendations (if any) issued by Luxembourg authorities to decide whether an investor qualifies or not as an Institutional Investor. Institutional Investors subscribing in their own name, but on behalf of a third party, must certify to the Company that such subscription is made on behalf of an Institutional Investor as aforesaid and the Board of Directors may request such information and evidence that the beneficial owner of the Shares qualifies as an Institutional Investor. The Board of Directors may further in its sole and absolute discretion refuse any application made for Shares.

## **Deferral of Subscriptions**

The Board of Directors may, in its sole and absolute discretion, determine that in certain circumstances, it is detrimental for existing Shareholders to accept an application for Shares in cash or in kind, representing more than 5% of the Net Asset Value of a Sub-Fund. In such case, the Board of Directors may postpone the application and, in



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consultation with the relevant investor, either require such investor to stagger the proposed application over an agreed period of time, or establish an Account outside the structure of the Company in which to invest the investor's subscription monies. Such Account will be used to acquire the Shares over a pre-agreed time schedule. The investor shall be liable for any transaction costs or reasonable expenses incurred in connection with the acquisition of such Shares.

Any applicable Upfront Subscription Sales Charge will be deducted from the subscription monies before the investment of the subscription monies commences.

### **Processing of Direct Subscriptions to the Company**

Unless otherwise specified in the relevant Product Annex, subscription orders for Shares received by the Registrar and Transfer Agent on a Transaction Day prior to the relevant deadline for such Shares, will be processed on the Valuation Day relating to such Transaction Day on the basis of the Net Asset Value per Share calculated on such Valuation Day. Any applications received by the Registrar and Transfer Agent after the applicable deadline on a Transaction Day will be deferred to the next Transaction Day and processed on the basis of the Net Asset Value per Share calculated on the Valuation Day that corresponds to such next Transaction Day. The Company has permitted the Distributor to proceed with applications for subscriptions made in respect of Shares after the relevant deadline on the same conditions as if they would have been received prior to a specified time by the Registrar and Transfer Agent and provided that they are executed on behalf of the Distributor only and with respect to order matching purposes.

The relevant deadline with respect to each Sub-Fund will be specified in the relevant Product Annex.

Direct investors for Shares must provide cleared funds to be received by the Custodian by the relevant deadline on the Transaction Day in order to receive Shares for which the Net Asset Value is calculated on the Valuation Day that corresponds to such Transaction Day. Full payment instructions may be obtained through the Registrar and Transfer Agent.

Unless otherwise specified in the relevant Product Annex, the standard settlement period for subscribing directly to Shares of Classes will be no later than 5 Business Days following the relevant Transaction Day.

Investors for Shares must make payment in the Reference Currency or the Denomination Currency of the relevant Class of Shares. In addition, investors for these Classes of Shares may subscribe in another Authorised Payment Currency. Depending whether a Multi-Currency NAV is published or not, the Administrative Agent or the Registrar and Transfer Agent, respectively, will proceed with the currency conversion. The relevant agent will arrange for any necessary currency transaction to convert the subscription monies into the Reference Currency or the Denomination Currency of the relevant Class of Shares. Any such currency transaction will be effected with the relevant agent at the investor's risk and cost. Such currency exchange transactions may delay any transaction in Shares.

No Shares will be issued by the Company during any period in which the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended. Direct applications made or pending during such suspension may be withdrawn by notice in writing received by the Registrar and Transfer Agent prior to the end of such suspension period. Applications that are not withdrawn will be considered on the first Valuation Day in respect of the first Business Day immediately following the end of such suspension period.

A Confirmation Note of completed subscriptions together with share certificates representing Registered Shares, if applicable, is sent at the exclusive risk of the investor within 5 Business Days following the relevant Valuation Day. Such a Confirmation Note will provide for full details of the transaction. A Shareholder must notify the Registrar and Transfer Agent in writing of all changes in respect of the personal details, loss of Shareholder number or loss of, or damage to, a share certificate. The loss of share certificates must be handled in accordance with the relevant provisions under Luxembourg law. Failure to do so may result in delays, which might affect the redemption of the Shares. The Company reserves the right to require an indemnity or such verification as it deems to be necessary and is countersigned by a bank, a stockbroker or any other party acceptable to the Company before the instructions by a Shareholder are accepted.

### **Processing of Subscriptions via the Distributor or the Sub-Distributors**

Different subscription procedures and time limits may apply if applications for Shares are made via the Distributor or Sub-Distributors although the ultimate deadlines with the Registrar and Transfer Agent referred to in the preceding paragraph remain unaffected. Full payment instructions for subscribing via the Distributor or a Sub-Distributor may be obtained through the Distributor or the relevant Sub-Distributor.

The Distributor and the Sub-Distributors are not permitted to withhold subscription orders to benefit themselves by a price change.

Investors should note that they may be unable to purchase Shares via the Distributor or the Sub-Distributors on days that any such Distributor or Sub-Distributor is not open for business.

The standard settlement period for subscribing to Shares via the Distributor or the Sub-Distributors will be no later than 5 Business Days following the relevant Transaction Day, unless otherwise specified in the relevant Product Annex.

The subscription proceeds relating to Initial Subscriptions must be received by the Registrar and Transfer Agent on or prior to the Launch Date during normal business hours.

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In circumstances in which the subscription proceeds are not received in a timely manner, the relevant allotment of Shares may be cancelled and the investor and/or the Distributor or the Sub-Distributors may be required to compensate the Company for any costs and expenses thereby created.

No Shares will be issued by the Company during any period in which the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended by the Company as discussed under Temporary Suspension of Net Asset Value and of Issues, Redemptions and Conversions.

Investors have to contact directly the Distributor or the Sub-Distributors for arrangements regarding applications to be made or pending during such suspension period. Applications made or pending during such suspension period may be withdrawn by notice in writing received by the Registrar and Transfer Agent prior to the end of such suspension period. Applications that are not withdrawn will be considered on the first Valuation Day in respect of the first Business Day immediately following the end of such suspension period.

### **Form of the Shares and Register**

The Shares can be issued either in the form of Registered Shares or Bearer Shares. Bearer Shares, if issued, are represented by a Global Share Certificate.

Shares of Class "I" are expected to be issued in the form of Registered Shares or, as the case may be, in the form of Bearer Shares which are represented by a Global Share Certificate subject to the Company being able to identify at any given point in time whether the persons holding such Shares qualify as Institutional Investors.

#### *Registered Shares*

As provided in the Product Annex, the Shares can be issued in registered form and the Shareholders' register is conclusive evidence of the ownership of such Shares. In respect of Registered Shares, fractions will be issued and rounded up to 3 decimal places unless otherwise provided in the Product Annex. Any rounding may result in a benefit for the relevant Shareholder or Sub-Fund.

Registered Shares may be issued with or without share certificates. In the absence of a specific request for the issuance of share certificates at the time of application, Registered Shares will in principle be issued without share certificates. The uncertified form enables the Company to effect redemption instructions without undue delay and consequently the Company recommends investors to maintain their Registered Shares in uncertified form. If an investor (or an agent acting on behalf of the investor) requests the issuance of Registered Shares in the form of share certificates, such certificates will be sent at the investor's sole risk to such investor (or any agent which has been appointed by the investor), within 30 calendar days of completion of the registration process or transfer.

#### *Bearer Shares represented by Global Share Certificates*

The Board of Directors may decide to issue Bearer Shares represented by one or more Global Share Certificates (as will be specified in the relevant Product Annex).

Such Global Share Certificates will be issued in the name of the Company and deposited with the Clearing Agents. Bearer Shares represented by a Global Share Certificate will be transferable in accordance with applicable laws and any rules and procedures issued by any Clearing Agent concerned with such transfer. Investors will receive the Bearer Shares represented by a Global Share Certificate by way of book entry form to the securities accounts of their financial intermediaries held, directly or indirectly, with the Clearing Agents. Such Bearer Shares represented by a Global Share Certificate are freely transferable subject to and in accordance with the rules set out in this Prospectus, the rules of the relevant stock exchange and/or the rules of the relevant Clearing Agent. Shareholders who are not participants in such systems will only be able to transfer such Bearer Shares represented by a Global Share Certificate through a financial intermediary who is a participant in the settlement system of the relevant Clearing Agent.

Further information in respect of Bearer Shares represented by Global Share Certificates and their respective processing procedures is available from the Registrar and Transfer Agent.

### **The Secondary Market**

The Shares may be acquired or purchased on the secondary market through a stock exchange or over the counter.

It is expected that the Shares will be listed on one or more Relevant Stock Exchanges to facilitate the secondary market trading in the Shares. The purpose of the listing of the Shares on one or more Relevant Stock Exchanges is to enable investors to buy shares in smaller quantities than would be possible through the primary market or over the counter. Unless otherwise provided in the relevant Product Annex, such subscriptions will take place in cash.

The Company does not charge any subscription fee for purchases of Shares on the secondary market.

Orders to buy Shares through the Relevant Stock Exchanges can be placed via a member firm or stockbroker.

Orders to buy Shares in the secondary market through the Relevant Stock Exchange or over the counter may incur costs over which the Company has no control.

The price of any Shares traded on the secondary market will depend, inter alia, on market supply and demand, movements in the value of the Underlying Asset as well as other factors such as prevailing financial market, corporate, economic and political conditions. In accordance with the requirements of the Relevant Stock Exchanges,

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Market Makers are expected to provide liquidity and two way prices to facilitate the secondary market trading of the Shares.

## REDEMPTION OF SHARES

Shares can be sold on either the primary market or the secondary market.

### **The Primary Market**

The primary market is the market on which Shares are bought by the Company.

### **Redemption Price**

Shares may be redeemed on any Transaction Day. However, investors should note that a redemption of Shares via the Distributor or the Sub-Distributors will be subject to the Distributor or the relevant Sub-Distributors being open for business.

The Redemption Proceeds of the Shares will correspond to the Net Asset Value of such Share, less any applicable redemption charges or fees as described in more detail under "Fees and Expenses". Shareholders are reminded that the Redemption Proceeds can be higher or lower than the subscription amount. No fractions of Shares can be redeemed unless otherwise specified in the relevant Product Annex.

Redemptions will be made in cash unless otherwise specified in the relevant Product Annex.

### **Redemption Size**

Shareholders may ask for the redemption of all or part of their Shares of any Class.

The minimum number of Shares subject to redemption and/or the Minimum Redemption Amount may vary according to the Sub-Fund or the Class of Shares.

The Company is not bound to execute a request for redemption of Shares if such request relates to Shares having a value greater than 10% of the Net Asset Value of any Sub-Fund, unless otherwise defined in the relevant Product Annex. The Board of Directors reserves the right from time to time to waive any Minimum Redemption Amount by taking into consideration the equal treatment of Shareholders.

The Board of Directors may, at any time, decide to compulsorily redeem all Shares from Shareholders whose holding is less than the Minimum Holding Requirement. In such case the Shareholder concerned will receive prior notice so as to be able to increase his holding above such amounts within 10 Luxembourg Banking Days after receipt of such notice.

Furthermore, if the Net Asset Value of any Sub-Fund or Class of Shares on a given Valuation Day shall become less than the Minimum Net Asset Value, the Company may in its discretion, redeem all of the relevant Shares then outstanding (as described in full detail under "General Information on the Company and the Shares").

For Sub-Funds having a Maturity Date, all Shares for which no redemption request has been made in respect of this Maturity Date, will be compulsorily redeemed on such Maturity Date at the Net Asset Value per Share calculated on the Maturity Date. Such Sub-Fund shall be closed at least 10 Luxembourg Banking Days after the Maturity Date.

The Sub-Funds will in principle have no Maturity Date unless otherwise determined in the Product Annex. Sub-Funds for which no Maturity Date has been designated may be closed in accordance with the procedures laid down in the Articles of Incorporation by a decision of the Board of Directors and will be redeemed at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision shall take effect. Such Sub-Fund shall be closed at least 10 Luxembourg Banking Days after the date at which such decision shall take effect.

Any proceeds the Company is unable to redeem to the relevant Shareholders on the Maturity Date, will be deposited with the Custodian for a period of 6 months, after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto.

### **Procedure for Direct Redemption**

Shareholders wishing to have all or part of their Shares redeemed by the Company may apply for such redemption on any Transaction Day. Such redemption applications made directly to the Company (as opposed to redemption applications made to the Distributor or the Sub-Distributors as described below under the subsection "Redemption Procedure via the Distributor or the Sub-Distributors") must be made by fax or by letter to the Registrar and Transfer Agent. The Company may also decide that applications for redemptions may be made by electronic file transfer.

The Company may require written confirmations of any such application. Where Shareholders are registered as joint Shareholders in the Shareholders' register, the Company will consider each such Shareholder as having sole signing authority with respect to the joint ownership of such Shares and may bind the respective holders of such Shares for the purposes of any confirmations made.

All direct applications for redemption will be considered as binding and irrevocable.

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An application for direct redemption of Shares must include (i) the number of Shares the Shareholder wishes to redeem (for each (sub)-Class of Shares), (ii) the Shareholder's personal details and (iii) the Shareholder's account number.

Unless otherwise specified in the relevant Product Annex, applications for redemption of Shares received by the Registrar and Transfer Agent on any Transaction Day before the relevant redemption deadline, if accepted, will be effected on the basis of the Net Asset Value per Share calculated on the corresponding Valuation Day.

The redemption deadline will be specified in the relevant Product Annex. Any applications received after the redemption deadline on the relevant Transaction Day will be deferred to the next Transaction Day and will be dealt with on the basis of the Net Asset Value per Share calculated on the Valuation Day corresponding to such next Transaction Day. The Company has permitted the Distributor to proceed with applications for redemptions made in respect of Shares after the relevant redemption deadline on the same conditions as if they would have been received prior to the relevant redemption deadline, provided such applications are received prior to a time specified by the Registrar and Transfer Agent and provided that they are executed on behalf of the Distributor only, and with respect to order matching purposes.

Where share certificates have been issued with respect to Registered Shares, the Shareholder requesting the redemption of such Shares must provide the Registrar and Transfer Agent with the relevant share certificates.

Failure to provide any of the above information may result in delays for the application for redemption being dealt with.

Any Shareholder may be required to provide the Company with any information or document considered as necessary for the purpose of determining whether or not the beneficial owner of such Shares is (i) a Prohibited Person, (ii) a US Person or (iii) any person holding Shares of Class "I" not qualifying as an Institutional Investor.

If at any time it shall come to the Company's attention that Shares are beneficially owned by one of the persons mentioned under (i), (ii) and (iii) above, either alone or in conjunction with any other person, and such person fails to comply with the instructions of the Company to sell his Shares and to provide the Company with evidence of such sale within 30 calendar days of being so instructed by the Company, the Company may in its discretion compulsorily redeem such Shares at the Redemption Price immediately after the close of business specified in the notice given by the Company to the Prohibited Person of such compulsory redemption, the Shares will be redeemed in accordance with their respective terms and such investors will cease to be the owners of such Shares.

Shareholders should note that in these circumstances a Redemption Charge may be levied on the basis of the Redemption Price.

The investor applying for direct cash redemption will be notified of the Redemption Price as soon as reasonably practicable after determination of the relevant Net Asset Value per Share.

With respect to Shares, the Company may, subject to the Shareholder's acceptance, satisfy the redemption request by allocating to such Shareholder assets from the relevant Sub-Fund equal in value to the value of the Shares to be redeemed. The nature and type of such assets shall be determined on a fair and reasonable basis and will take into account the interests of the remaining Shareholders of the relevant Sub-Fund. The value of such assets used will be confirmed by a report of the Company's auditor.

Cash redemption payments will be made in the Reference Currency or the Denomination Currency of the relevant Sub-Fund or Share Class, or, alternatively, at the request of the Shareholder, in the Authorised Payment Currency in which the subscription was made. Depending whether a Multi-Currency NAV is published or not, the Administrative Agent or the Registrar and Transfer Agent, respectively, will proceed with the currency conversion. If necessary, the relevant agent will effect a currency transaction at the Shareholder's cost, to convert the Redemption Proceeds from the Reference Currency of the relevant Sub-Fund into the relevant Authorised Payment Currency. Any such currency transaction will be effected with the relevant agent at the investor's risk and cost. Such currency exchange transactions may delay any transaction in Shares.

Unless otherwise provided below, the Registrar and Transfer Agent will issue instructions for payment or settlement to be effected no later than 5 Business Days after the relevant Valuation Day for all Sub-Funds. The Company reserves the right to delay payment for a further 5 Business Days, provided such delay is in the interest of the remaining Shareholders.

Where one or several redemption requests result in the termination of a Sub-Fund (as the Board of Directors may decide from time to time in such case), the Registrar and Transfer Agent shall (i) inform the relevant shareholders with respect to the termination of the Sub-Fund and the payment or settlement period and (ii) issue instructions for payment or settlement to be effected no later than 10 Luxembourg Banking Days following the date at which the Sub-Fund is closed.

Where a Sub-Fund has a Maturity Date and no request for redemption is made before such Maturity Date, the Registrar and Transfer Agent shall issue instructions for payment or settlement to be effected no later than 10 Luxembourg Banking Days following such Maturity Date. Where the Sub-Fund has no Maturity Date and no request for redemption is made prior to the date at which the Sub-Fund is closed, the Registrar and Transfer Agent shall issue instructions for payment or settlement to be effected no later than 10 Luxembourg Banking Days following the date at which the Sub-Fund is closed.

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## **Redemption Procedure with the Distributor or the Sub-Distributors**

The redemption procedures and the redemption deadlines may be different if applications for redemption are made to the Distributor or the Sub-Distributors, although the ultimate deadlines and procedures of the Registrar and Transfer Agent referred to above will remain unaffected. The Shareholders may obtain information on the redemption procedure directly from the Distributor or the relevant Sub-Distributor and should refer to the relevant country annex (if applicable).

### **Temporary Suspension of Redemption**

The Company will not redeem any Shares during any period in which the calculation of the Net Asset Value per Share of the relevant Sub-Fund is suspended. Notice of such suspension will be given to Shareholders having tendered their redemption request directly to the Registrar and Transfer Agent. Redemption requests will be considered on the first Valuation Day in respect of the first Business Day following the end of the suspension period.

If a period of suspension lasts for more than 30 calendar days after the date on which the application for redemption has been received by the Distributor, the relevant Sub-Distributor or the Registrar and Transfer Agent as the case may be, such application may be cancelled by the Shareholder by way of a written notice to the Distributor, the Sub-Distributor or to the Registrar and Transfer Agent as the case may be, provided that the notice is received on a Luxembourg Banking Day prior to the end of the suspension period.

### **Special Procedure for Cash Redemptions Representing 10% or more of the Net Asset Value of any Sub-Fund**

If any application for cash redemption is received in respect of any one Valuation Day (the "**First Valuation Date**") which either singly or when aggregated with other applications so received, is more than 10% of the Net Asset Value of any one Sub-Fund, the Board of Directors reserves the right in its sole and absolute discretion (and taking into account the best interests of the remaining Shareholders) to scale down pro rata each application with respect to such First Valuation Date so that not more than 10% of the Net Asset Value of the relevant Sub-Fund be redeemed or converted on such First Valuation Date. To the extent that any application is not given full effect on such First Valuation Date by virtue of the exercise of the power to prorate applications, it shall be treated with respect to the unsatisfied balance thereof as if a further request had been made by the Shareholder in respect of the next Valuation Day and, if necessary, subsequent Valuation Days with a maximum of 7 Valuation Days. With respect to any application received in respect of the First Valuation Day, to the extent that subsequent applications shall be received in respect of following Valuation Days, such later applications shall be postponed in priority to the satisfaction of applications relating to the First Valuation Day, but subject thereto shall be dealt with as set out in the preceding sentence.

If any single application for cash redemption or conversion is received in respect of any one Valuation Day which represents more than 10% of the Net Asset Value of any one Sub-Fund, the Board of Directors may ask such Shareholder to accept payment in whole or in part by an in kind distribution of the portfolio securities in lieu of cash. In the event that a redeeming Shareholder accepts payment in whole or in part by a distribution in kind of portfolio securities held by the relevant Sub-Fund, the Company may, but is not obliged to, establish an Account outside the structure of the Company into which such portfolio securities can be transferred. Any expenses relating to the opening and maintenance of such an Account will be borne by the Shareholder. Once such portfolio assets have been transferred into the Account, the Account will be valued and a valuation report will be obtained from the Company's auditor. Any expenses for the establishment of such a report shall be borne by the Shareholders concerned. The Account will be used to sell such portfolio securities in order that cash can then be transferred to the redeeming Shareholder. Investors who receive such portfolio securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of such portfolio securities. In addition, the Redemption Proceeds from the sale by the redeeming Shareholder of the Shares may be more or less than the Redemption Price due to market conditions and/or the difference between the prices used to calculate the Net Asset Value and bid prices received on the sale of such portfolio securities.

For the purpose of these provisions, conversions shall be treated as redemptions.

### ***The Secondary Market***

The Shares may be sold through the secondary market. It is expected that the Shares will be listed on one or more Relevant Stock Exchanges to facilitate the secondary market trading in the Shares. The purpose of the listing of the Shares on the secondary market is to enable investors to sell shares in smaller quantities than would be possible through the primary market.

The Company does not charge any redemption fee for sales of Shares on the secondary market.

Orders to sell Shares through the Relevant Stock Exchanges can be placed via a member firm or stockbroker. Such orders to sell Shares may incur costs over which the Company has no control.

The price of any Shares traded on the secondary market will depend, inter alia, on market supply and demand, movements in the value of the Underlying Asset as well as other factors such as prevailing financial market, corporate, economic and political conditions. In accordance with the requirements of the Relevant Stock Exchanges, Market Makers are expected to provide liquidity and two way prices to facilitate the secondary market trading of the Shares.

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## CONVERSION OF SHARES

Unless otherwise stated in the relevant Product Annex, Shareholders will not be entitled to convert within a given Class of Shares or Sub-Fund all or part of their Shares into Shares relating to other Sub-Funds or Classes of Shares. Prior to converting any Shares, Shareholders should consult with their tax and financial advisers in relation to the legal, tax, financial or other consequences of converting such Shares.

### Direct Application for Conversions

If conversions are allowed, direct conversion applications shall be made in writing by fax or letter to the Registrar and Transfer Agent stating which Shares are to be converted. The Company may also decide that applications for conversion may be made by electronic file transfer.

The application for conversion must include (i) the monetary amount the Shareholder wishes to convert or (ii) the number of Shares the Shareholder wishes to convert, together with the Shareholder's personal details and Shareholder's account number. Where share certificates have been issued with respect to Registered Shares as described under "Issue of Shares and Subscription", the Shareholder requesting the conversion of his Shares must provide the Registrar and Transfer Agent with the Share Certificates relating to the Shares to be converted. Failure to provide any of the above information may result in delay of the application for conversion while verification is being sought from the Shareholder. The period of notice is the same as for applications for redemption.

Conversions will result in the application of a Conversion Charge of a maximum of 1% which will be based on the Net Asset Value per Share of the Shares the Shareholder wishes to convert from, as described in the relevant Product Annex. No Conversion Charge will be applicable unless otherwise specified in the Product Annex. The Conversion Charge will always be payable to the Distributor or the Sub-Distributor dealing with the conversion request. No Redemption Charge will be due upon the conversion of Shares.

Shareholders should note that if an application for conversion relates to a partial conversion of an existing holding and the remaining balance within the existing holding is below the Minimum Holding Requirement, the Company will not be bound to comply with such application.

Applications for conversion received by the Registrar and Transfer Agent on any Transaction Day before the relevant deadline (which is the same deadline as for subscriptions and redemptions) will be processed on that Transaction Day based on the Net Asset Value per Share calculated on the later of the corresponding Valuation Day or the next day which is a Valuation Day for both Sub-Funds concerned, determined using the relevant valuation methodology for the particular Sub-Fund or Sub-Funds. Any applications received after the applicable deadline on the relevant Transaction Day will be processed on the later of the Valuation Day corresponding to the next succeeding Transaction Day on the basis of the Net Asset Value per Share next determined and the next day which is a Valuation Day for both Sub-Funds concerned, determined using the relevant valuation methodology for the particular Sub-Fund or Sub-Funds.

### Application via the Distributor or the Sub-Distributors

Different conversion procedures and time limits may apply if applications for conversion are made to the Distributor or the Sub-Distributors although the ultimate deadlines with the Registrar and Transfer Agent will remain unchanged. In such instances, the Distributor or the relevant Sub-Distributor will inform the investor of the conversion procedure relevant to such investor, together with any time limit by which the application must be received. Investors should note that they may be not be able to convert Shares via the Distributor or the Sub-Distributors on days on which the Distributor or the Sub-Distributors are not open for business.

Applications for conversion on any one Valuation Day which either singly or when aggregated with other applications for conversion or redemption so received, represent more than 10% of the Net Asset Value of any one Sub-Fund, may be subject to equivalent procedures as set forth herein under the subsection "Special Procedure for Cash Redemptions Representing 10% or more of the Net Asset Value of any Sub-Fund".

### Conversion Formula

The rate at which all or part of the Shares in relation to a given Original Sub-Fund are converted into Shares relating to a New Sub-Fund, or all or part of the Original Shares of a particular Class of Shares are converted into a New Class of Shares in relation to the same Sub-Fund, is determined in accordance with the following formula:

$$A = \frac{B \times C \times E}{D}$$

D

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where:

- A is the number of Shares to be allocated or issued by the Company in relation to the New Sub-Fund or New Class of Shares;
- B is the number of Shares relating to the Original Sub-Fund or to the Original Class of Shares which is to be converted;
- C is the Net Asset Value per Share (minus the relevant Conversion Charge, where applicable) of the Original Class of Shares or the relevant Class of Shares within the Original Sub-Fund at the relevant Valuation Day;
- D is the Net Asset Value per Share of the New Class of Shares or the relevant Class of Shares within the New Sub-Fund at the relevant Valuation Day; and
- E is the currency conversion factor, if any, as will be determined by the Board of Directors.

After conversion of the Shares, the Registrar and Transfer Agent will inform the Shareholder of the number of Shares in relation to the New Sub-Fund or New Class of Shares obtained by conversion and the price thereof. If "A" is not an integral number, fractions of Shares will be allotted in the New Sub-Fund (if applicable).

In the case of conversion to Bearer Shares, fractions of Shares will not be issued and the remaining amount will be reimbursed to the relevant Shareholder who will be liable for any related transaction costs and/or expenses.

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## **PROHIBITION OF LATE TRADING AND MARKET TIMING**

Late Trading is to be understood as the acceptance of a subscription (or conversion or redemption) order after the relevant cut-off times (as specified below) on the relevant Transaction Day and the execution of such order at the price based on the Net Asset Value applicable to such same day. Late Trading is strictly forbidden.

Market Timing is to be understood as an arbitrage method through which an investor systematically subscribes and redeems or converts Shares of the Company within a short time period, by taking advantage of time differences and/or imperfections or deficiencies in the method of determination of the Net Asset Value of the relevant Sub-Fund. Market Timing practices may disrupt the investment management of the portfolios and harm the performance of the relevant Sub-Fund.

In order to avoid such practices, Shares are issued at an unknown price and neither the Company, nor the Distributor will accept orders received after the relevant cut-off times.

The Company reserves the right to refuse purchase (and conversion) orders into a Sub-Fund by any person who is suspected of market timing activities.



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## FEES AND EXPENSES

### **Dealing Fees Payable by Investors**

The Shares will be subject to different selling commission and fee structures that will be determined by the Distributor. Any exceptions to the selling commission and fee structures detailed hereunder will be described in the relevant Product Annex.

#### *Upfront Subscription Sales Charge*

Subscription for Shares made during the Offering Period may be subject to an Upfront Subscription Sales Charge calculated on the Initial Issue Price in the Denomination Currency. Investors subscribing to Shares on or after the Launch Date may be subject to an Upfront Subscription Sales Charge which will be calculated on the basis of the Net Asset Value per Share as determined on the Valuation Day immediately following the relevant Transaction Day. The Upfront Subscription Sales Charge may be waived in whole or in part at the discretion of the Board of Directors. The applicable Upfront Subscription Sales Charge for Shares will be mentioned in the Product Annex. The Upfront Subscription Sales Charge shall revert to the Distributor or the Sub-Distributor through which the subscription was made. The Distributor may apply different Upfront Subscription Sales Charges in accordance with various distribution policies.

#### *Redemption Charge*

The Board of Directors of the Company may decide that Shares will be subject to a Redemption Charge of, unless otherwise provided for in the relevant Product Annex, maximum 5% which will be calculated on the basis of the Net Asset Value per Share as determined on the Valuation Day immediately following the relevant Transaction Day (as will be determined in the Product Annex) and will usually revert to the Distributor who can re-allow all or part of the Redemption Charge to the Sub-Distributors. The Redemption Charge may be waived in whole or in part at the discretion of the Board of Directors with due regard to the equal treatment of Shareholders. Shares for which a Maturity Date is designated will not be subject to any Redemption Charge if redeemed on such Maturity Date. Shares for which no Maturity Date has been designated and which have been terminated by a decision of the Board of Directors will not be subject to a Redemption Charge if redeemed as a result of the termination of the relevant Sub-Fund.

#### *Conversion Charge*

Conversions from Shares relating to one Sub-Fund to Shares relating to another Sub-Fund or, in relation to the same Sub-Fund, from one Class of Shares to another Class of Shares will be subject to a Conversion Charge of maximum 1% based on the Net Asset Value per Share (as will be determined in the Product Annex). No Conversion Charge will be applicable unless otherwise specified in the Product Annex.

### **Fees and Expenses Payable by the Company**

#### *Management Company Fee*

In accordance with and subject to the terms of the Management Company Agreement, the annual Management Company Fee will be a percentage of the Net Assets of each Sub-Fund or Class of Shares or the Initial Issue Price (as will be indicated in the Product Annex). Management Company Fees are payable periodically at a rate which is within a range specified in the relevant Product Annex of each Sub-Fund. The Management Company is also entitled to receive reimbursement for any reasonable disbursements and out-of-pocket expenses. The Management Company Fee will be calculated upon each Valuation Day.

The Management Company may pay a Distribution Fee to the Distributor or Sub-Distributors out of the Management Company Fee. The Distributor may re-allocate an amount of the Distribution Fee to the Sub-Distributors.

#### *Extraordinary Expenses*

The Company shall be liable for Extraordinary Expenses including, without limitation, expenses relating to litigation costs and any tax, levy, duty or similar charge imposed on the Company or its assets that would otherwise not qualify as ordinary expenses. Extraordinary expenses are accounted for on a cash basis and are paid when incurred or invoiced on the basis of the Net Asset Value of the Sub-Funds to which they are attributable. Extraordinary Expenses are allocated across each Class of Shares.

#### *Investment Manager*

The Management Company shall remunerate the Investment Manager out of the Management Company Fee as agreed from time to time between the two parties.

#### *Fixed Fee*

Under the terms of an arrangement between the Company and the Fixed Fee Agent, the Fixed Fee Agent will in exchange for the payment of a Fixed Fee, calculated on the average daily Net Asset Value per Sub-Fund or per Class as specified in the relevant Product Annex and payable periodically, finance the payment of certain fees and expenses, unless otherwise specified in the relevant Product Annex.

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The fees and expenses covered by the arrangement are Transaction Fees and Administrative Expenses (including the Administrative Agent Fee, the Custodian Fee, the Registrar, Transfer Agent and Listing Agent Fee, the annual tax in Luxembourg (the "**Taxe d'Abonnement**"), the formation expenses and other Administrative Expenses).

#### *Transaction Fees*

Transaction Fees are any fees and expenses incurred in buying and selling securities or other investments held by a Sub-Fund, e.g., brokerage costs and commissions and correspondence fees for transferring securities or investments or other interests, unless otherwise specified in the relevant Product Annex.

#### **Administrative Expenses**

The Fixed Fee covers the following fees:

##### *Administrative Agent Fee*

The Fixed Fee covers the Administrative Agent Fee, which is normally due under the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement. According to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement, the Company shall pay to the Administrative Agent an Administrative Agent Fee according to current bank practice in Luxembourg for its services as central administration agent, domiciliary agent and listing agent. The Administrative Agent is also entitled to receive reimbursement for any reasonable disbursements and out-of-pocket expenses incurred in connection with the Company.

##### *Registrar, Transfer Agent and Listing Agent Fee*

The Fixed Fee covers the Registrar, Transfer Agent and Listing Agent Fee, which is normally due under the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement. According to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement, the Company pays to the Registrar, Transfer Agent and Listing Agent a monthly Registrar, Transfer Agent and Listing Agent Fee according to current bank practice in Luxembourg for its services as registrar, transfer agent and listing agent. The Registrar, Transfer Agent and Listing Agent is also entitled to receive reimbursement for any reasonable disbursements and out-of-pocket expenses incurred in connection with the Company.

##### *Custodian Fee*

The Fixed Fee covers the Custodian Fee, which is normally due under the Custodian Agreement.

According to the Custodian Agreement, the Company pays to the Custodian a Custodian Fee according to current bank practice in Luxembourg for its services as custodian bank. The fee will be calculated on the basis of a percentage of the assets of each Sub-Fund under the custody of the Custodian and will be paid on a monthly basis by the Company to the Custodian. The Custodian is entitled to receive reimbursement for its reasonable out-of-pocket expenses incurred in connection with the Company.

##### *Other Administrative Expenses*

The Fixed Fee covers the other Administrative Expenses. Other Administrative Expenses include but are not limited to, the costs and expenses relating to the establishment of the Company; organisation and registration costs; licence fees payable to licence holders of an index; taxes, such as Taxe d'Abonnement; expenses for legal and auditing services; cost of any proposed listings; maintaining such listings; printing Share certificates, Shareholders' reports and prospectuses; preparation, maintenance, translation and updating of investors fact-sheets for the Sub-Funds; monitoring the performance of the Sub-Funds including the costs of any software associated with such monitoring; maintenance of the website in respect of the Company and the Sub-Funds which provides investors with information on the Company and the Sub-Funds, including but not limited to, provision of Net Asset Values, secondary market prices and updated prospectuses; all reasonable out-of-pocket expenses of the Board of Directors; foreign registration fees and fees relating to the maintenance of such registrations including translation costs and local legal costs and other expenses due to supervisory authorities in various jurisdictions and local representatives' remunerations in foreign jurisdictions; insurance; interest; brokerage costs and the costs of publication of the Net Asset Value and such other information which is required to be published in the different jurisdictions; and all costs relating to the distribution of the Sub-Funds in the different jurisdictions. The costs relating to the distribution of the Sub-Funds should not exceed 0.30% of the Net Assets per Sub-Fund, will be amortised per Sub-Fund over a period not exceeding 3 years and will be borne by the relevant Sub-Fund.

In particular, Fixed Fee covers the payment of invoices of legal advisers, local paying agents and translators provided these invoices do not in aggregate exceed the overall threshold of Euro ten Million (EUR 10,000,000) per Financial Year and the Company will be liable to pay for any amount that exceeds this threshold. The Company will pay this amount out of the relevant Sub-Fund's assets to which the specific costs are attributed.

In addition, since the Fixed Fee will be determined at the outset on a yearly basis by the Company and the Fixed Fee Agent, investors should note that the amount paid to the Fixed Fee Agent may at year end be greater than if the Company would have paid directly the relevant expenses. Conversely, the expenses the Company would have had to pay might be greater than the Fixed Fee and the effective amount paid by the Company to the Fixed Fee Agent would be less. The Fixed Fee will be determined and will correspond to anticipated costs fixed on terms no less favourable

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for each Sub-Fund than on an arm's length basis by the Company and the Fixed Fee Agent and will be disclosed in the relevant Product Annex.

The Fixed Fee does not include the following fees, expenses and costs:

- the Investment Management Fee;
- the Management Company Fee;
- the costs of any marketing agencies appointed by the Company or the Management Company to provide certain marketing and distribution services to the Company or the Management Company;
- any taxes or fiscal charges which the Company may be required to pay, except the annual tax in Luxembourg (the "**Taxe d'Abonnement**"), or if it should be payable, any value added tax or similar sales or services tax payable by the Company (VAT) (all such taxes or fiscal charges), unless otherwise specified in the relevant Product Annex;
- expenses arising out of any advertising or promotional activities in connection with the Company; nor,
- any costs and expenses incurred outside of the Company's ordinary course of business such as Extraordinary Expenses (e.g. legal fees incurred in prosecuting or defending, a claim or allegation, by or against, the Company).

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## GENERAL TAXATION

### Warning

The information set forth below is based on present law and administrative practice and may be subject to modification. Prospective investors should inform themselves of, and where appropriate take advice on, the laws and regulations (such as those relating to taxation and exchange controls) applicable to the subscription, purchase, holding, selling (via an exchange or otherwise) and redemption of Shares in the country of their citizenship, residence or domicile.

### The Company

Under current law and practice, the Company is not liable to any Luxembourg income tax.

The Company is, however, liable in Luxembourg to the *Taxe d'Abonnement* of 0.05% per annum or 0.01% per annum as applicable. The *Taxe d'Abonnement* is calculated in accordance with the Law. Investments by a Sub-Fund in shares or units of another Luxembourg undertaking for collective investment are excluded from the Net Asset Value of the Sub-Fund serving as basis for the calculation of the *Taxe d'Abonnement* payable by that Sub-Fund. The *Taxe d'Abonnement* is payable quarterly on the basis of the Net Asset Value of the Sub-Fund at the end of the relevant calendar quarter. The benefit of the 0.01% *Taxe d'Abonnement* is available to Classes of Shares exclusively held by Institutional Investors (including Class "I" Shares) on the basis of the Luxembourg legal, regulatory and tax provisions as these are known to the Company at the time of admission of an investor in such Classes of Shares. Such assessment is subject to such changes in the laws and regulations of Luxembourg and to such interpretation on the status of an eligible investor by any competent Luxembourg authority as will exist from time to time. Any such reclassification made by an authority as to the status of an investor may submit the entire Class to a *Taxe d'Abonnement* at the rate of 0.05% p.a.

No stamp or other tax will be payable in Luxembourg in connection with the issue of Shares by the Company, except a one-time tax of Euro 1,250 which was paid upon incorporation of the Company.

Under current law and practice in Luxembourg, no capital gains tax is payable on the realised capital appreciation of the assets of the Company and no tax is payable on the investment income received in respect of the assets. Investment income for dividends and interest received by the Company may, however, be subject to withholding taxes in the country of origin at varying rates; such withholding taxes are not recoverable.

### The Shareholders

Under current legislation and administrative practice, Shareholders are not normally subject to any capital gains, income, withholding, gift, estate, inheritance or other taxes in Luxembourg except for Shareholders domiciled, resident or having a permanent establishment in Luxembourg, and except for certain former residents of Luxembourg and non-residents if owning more than 10% of share capital of the Company, disposing of it in whole or in part within six months of acquisition.

In accordance with the provisions of the Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (the "EUSD") which entered into force on 1 July 2005, withholding tax could apply when a Luxembourg paying agent makes distributions from and redemptions of shares/units in certain funds and where the beneficiary of these proceeds is an individual residing in another EU Member State. Unless such individual specifically requests to be brought within the EUSD exchange of information regime such distributions and redemptions should be subject to withholding at the rate of 20% until 30 June 2011 and 35% thereafter. In application of agreements concluded by Luxembourg and some dependant territories of the EU, the same treatment would apply to payments made by a Luxembourg paying agent to an individual residing in any of the following territories: Netherlands Antilles, Aruba, Guernsey, Jersey, the Isle of Man, Montserrat and the British Virgin Islands.

The EUSD was implemented in Luxembourg by a law dated 21 June 2005 (the "**Luxembourg Savings Law**").

All Luxembourg undertakings for collective investment (except SICAVs established under Part II of the Law) fall within the scope of the Luxembourg Savings Law (the "**Qualifying Funds**").

As the Company is structured as an umbrella fund, each Sub-Fund of the Company should be treated as a separate Qualifying Fund for the purposes of the Luxembourg Savings Law.

Under the EUSD the following are considered as interest payments (i) interest related to debt claims of every kind, (ii) capitalised or accrued interest, (iii) income deriving from interest payments distributed by a Qualifying Fund, and (iv) income realised upon the sale, refund, or redemption of shares or units in such Qualifying Fund provided that such Qualifying Fund invests directly or indirectly at least 40% of their assets in debt claims.

According to the Luxembourg Savings Law, income referred to in (iii) and (iv) above will be considered as interest payments only to the extent they directly or indirectly arise from interest payments as defined under (i) and (ii) (under the condition that an appropriate tracking of the payments could be performed).

Furthermore, Luxembourg opted to exclude from the scope of the EUSD any fund investing less than 15% of its assets in debt-claims. Thus, income distributed by such funds or realised upon the sale, refund or redemption of the shares or units of such funds will not be considered as interest payments.

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In order to determine whether the 15% and/or 40% thresholds could be met, the Investment Policy of each Sub-Fund must be examined. In case of a lack of precision of such Investment Policy description, the actual composition of the assets of each Sub-Fund should then be analysed.

Each Sub-Fund of the Company falls within the scope of the EUSD. Thus, any kind of interest payment, as defined in the EUSD, of the Sub-Funds will be taxed under the EUSD, unless the investor opts for the exchange of information regime.

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## GENERAL INFORMATION ON THE COMPANY AND THE SHARES

### I. The Shares

#### *I.a: Rights attached to the Shares*

The Shares do not carry any preferential or pre-emptive rights and each Share, irrespective of the Class of Shares or Sub-Fund to which it relates is entitled to one vote at all general meetings of Shareholders. The Shares are issued without par value and must be fully paid for. The Shares in relation to any Sub-Fund, within a given Class of Shares, are freely transferable (provided that the Shares are not transferred to a Prohibited Person). Upon issue, and subject to the Class they belong to, the Shares are entitled to participate equally in the profits and dividends of the Sub-Fund attributable to the relevant Class of Shares in which they have been issued as well as in the liquidation proceeds of such Sub-Fund.

If Bearer Shares are issued for any Class of Shares, Global Share Certificates will be issued as described under "Issue of Shares and Subscription". No fractions of Shares will be issued.

#### *I.b: Listing of the Shares*

Application can be made to list the Shares of each Class of Shares of the Sub-Funds on (i) the Luxembourg Stock Exchange and/or (ii) the Frankfurt Stock Exchange and/or (iii) any other stock exchange. If the Board of Directors decides to create additional Sub-Funds or Classes it may in its discretion apply for the Shares of such Sub-Funds to be listed on the stock exchanges mentioned above. For so long as the Shares of any Sub-Fund are listed on any stock exchange, the Sub-Fund shall comply with the requirements of the relevant stock exchange relating to those Shares. For the purposes of compliance with the national laws and regulations concerning the offering and/or listing of the Shares outside Luxembourg this document may have attached to it one or more documents setting out information relevant for the jurisdictions in which the Shares are offered for subscription.

#### *I.c: Dividend policy*

Income and capital gains arising in each Sub-Fund in relation to Shares of "C" Classes will be reinvested in such Sub-Fund. The value of the Shares of each such Class will reflect the capitalisation of income and gains. The Board of Directors currently intends to propose to the annual general meeting of the Company the reinvestment of the net results of the year for all such Classes of Shares of Sub-Fund. However, should payment of a dividend in respect of any such Classes of Shares be considered to be appropriate the Board of Directors will propose to the general meeting of Shareholders that a dividend be declared out of any income attributable to such Class of Shares and available for distribution and/or realised investments.

For "D" Classes, the Company intends to declare dividends. Such dividends, if any, will be declared on the dates, which will be determined in the relevant Product Annex. Dividends which should have been declared on a day which is not a Luxembourg Banking Day, will be accrued and declared on the next succeeding Luxembourg Banking Day. Dividends will generally be paid within 10 Luxembourg Banking Days of the date of declaration.

In the event that a dividend is paid in one or several Sub-Funds, such dividend will be paid to the registered Shareholders by cheque, mailed at their risk to their address as shown on the register of Shareholders or by bank transfer. Dividend cheques not cashed within 5 years will be forfeited and will accrue for the benefit of the Sub-Fund out of which the dividend is payable. All dividends will be calculated and paid in accordance with the requirements of the Relevant Stock Exchange.

### II. The Company

#### *II.a: Incorporation of the Company*

The Company is an investment company that has been incorporated under the laws of the Grand Duchy of Luxembourg as a SICAV on 2 October 2006 for an unlimited period. The minimum capital required by Luxembourg law is Euro 1,250,000.

The Articles of Incorporation have been deposited with the Luxembourg Trade and Companies' Register ("*Registre de Commerce et des Sociétés de Luxembourg*") and were published in the *Recueil des Sociétés et Associations* of the Grand Duchy of Luxembourg (the "*Mémorial*") on 16 October 2006. The Articles of Incorporation were last amended on 11 October 2006 and were published in the *Mémorial* on 23 October 2006. The Company is registered with the Luxembourg Trade and Companies' Register under number B-119 899.

#### *II.b: Merger of Sub-Funds or Classes of Shares*

Although it is not the intention of the Company to merge any of the Sub-Funds or Classes of Shares, if the Net Asset Value of a Sub-Fund or Class of Shares falls below the Minimum Net Asset Value or if a change in the economic or political situation relating to the Sub-Fund or Class of Shares concerned would justify such merger, the Board of Directors may decide in its discretion to close down any Sub-Fund or Class of Shares by way of merger into another Sub-Fund or Class of Shares of the Company or into another fund or class of shares of another Luxembourg UCITS. In addition, the Board of Directors may decide such merger if required by the interests of the Shareholders of any of the Sub-Funds or Classes of Shares concerned. Such decision will be published prior to the effective date of the merger and the publication will indicate the reasons for, and the procedures of, the merger operations and will contain

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information in relation to the new Sub-Fund or new Classes of Shares or new sub-fund or class of shares of another Luxembourg UCITS, as the case may be. Such publication will be made at least one calendar month before the date on which the merger becomes effective in order to enable the Shareholders to request redemption of their Shares, free of a Redemption Charge, before the operation involving contribution into the new Sub-Fund or Class of Shares or new sub-fund or class of shares of another Luxembourg UCITS becomes effective.

The merger of a Sub-Fund or Class of Shares with another Sub-Fund or Class of Shares or with another Luxembourg UCITS, in each case for reasons other than those mentioned in the preceding paragraph, may be effected only upon its prior approval by the Shareholders of the Sub-Fund or Class of Shares to be merged, at a duly convened Sub-Fund or Class of Shares meeting of such Shareholders which may be validly held without a *quorum* and decided by a simple majority of the Shareholders of the relevant Sub-Fund or Class of Shares present or represented.

A merger so decided by the Board of Directors and approved by the Shareholders of the affected Sub-Fund or Class of Shares will be binding to the Shareholders of the relevant Sub-Fund or Class of Shares upon at least one month's prior notice given to them, during which period Shareholders may redeem their Shares without any charges.

In the case of a merger with a "*fonds commun de placement*", the decision will be binding only on those Shareholders having voted in favour of the merger.

#### *II.c: Dissolution and Liquidation of the Company*

The Company has been established for an unlimited period of time. However, the Company may be dissolved and liquidated at any time by a resolution of an extraordinary general meeting of Shareholders. Such a meeting must be convened if the Net Asset Value of the Company becomes less than two thirds of the minimum required by the Law.

In the event of dissolution, the liquidator(s) appointed by the Shareholders of the Company will realise the assets of the Company in the best interests of the Shareholders, and the Administrative Agent, upon instruction given by the liquidator(s), will distribute the net proceeds of liquidation (after deducting all liquidation expenses) among the Shareholders of each Class of Shares in proportion to their respective rights. As provided for by Luxembourg law, at the close of liquidation, the proceeds of liquidation corresponding to Shares not surrendered for repayment will be kept in safe custody at the "*Caisse de Consignation*". If not claimed, they shall be forfeited after 30 years. If an event requiring liquidation arises, issue, redemption, exchange or conversion of the Shares are void.

#### *II.d: Termination of Sub-Funds*

The Board of Directors may redeem all (but not some) of the outstanding Shares of a Sub-Fund or Class of Shares in the following circumstances:

- if, for any reason, the value of the total net assets of any individual Sub-Fund or Class, declines to, or fails to reach, at any time, the Minimum Net Asset Value;
- if the Board of Directors deems it appropriate, because of changes in the economical or political situation affecting the relevant Sub-Fund or Class; and
- if the Board of Directors deems it appropriate because it is in the best interest of the relevant Shareholders,

which may include – but is not limited to – any of the following:

- in the case of a material decrease of the Net Asset Value of the relevant Sub-Fund or Class to the extent that there is no reasonable recovery forecast;
- in the case of (i) a change of tax, law or regulatory provisions or (ii) the promulgation of or any change in the interpretation by any court, tribunal or regulatory authority with competent jurisdiction of any applicable law or regulation (including any action taken by a taxing authority), that has an impact on the performance or the attractiveness for investment of the relevant Sub-Fund or Class;
- if Deutsche Bank AG, any of its affiliates, the Company, the Management Company or any Shareholder is exposed, for any reason, to a reputational risk in respect of the continuation of a Sub-Fund or Class, such as, but not limited to, a reputational risk in respect of using a particular service provider associated with such Sub-Fund or Class, to the extent that there is no reasonable satisfactory alternate to such service provider;
- if an entity providing such services in relation to a Sub-Fund or Class or its Underlying Asset:
  - (i) fails to perform its duties in a satisfactory manner;
  - (ii) is subject to criminal or regulatory sanctions or is subject to a criminal or regulatory investigation which could lead to criminal or regulatory sanctions;
  - (iii) loses any licence of authorisation necessary to perform its services in relation to such Sub-Fund or Class or Underlying Asset; or
  - (iv) notifies the termination of the relevant agreement;to the extent that there is no reasonably satisfactory alternate to such service provider;
- the counterparty of swap agreements or options or other derivative instruments used in order to meet the Investment Objective and Policy of a Sub-Fund or Class is unable to, or it is impractical for such counterparty, after using commercially reasonable efforts, to acquire, establish, re-establish, substitute,

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maintain, unwind or dispose of any transaction or asset which such counterparty reasonably deems necessary or appropriate to hedge the risk relating to the relevant derivative instrument and there is no reasonably satisfactory alternate to such counterparty;

- if the counterparty of swap agreements or options or other derivative instruments used in order to meet the Investment Objective and Policy of the Sub-Fund or Class notifies the termination of the relevant agreement or in the occurrence of an early termination event (as defined in the relevant Product Annex) in relation to such derivative instrument and there is no reasonably satisfactory alternate to such derivative instrument; or
- in any circumstances listed under paragraph "Change of Underlying Asset" of Chapter "Investment Objectives and Policies".

The Shares shall be redeemed at the Net Asset Value per Share (taking into account actual realisation prices of investments and realisation expenses), calculated on the Valuation Day specified as the effective date for such redemption.

The Company shall serve a notice to the Shareholders of the relevant Class of Shares or Sub-Fund in writing and/or by way of publication in newspapers in accordance with the Articles of Incorporation prior to the effective date for the compulsory redemption, which will indicate the reasons for, and the procedure of, the redemption operations.

In determining the procedure to be followed, the Company will take into due consideration the termination/delisting requirements provided for by any applicable stock exchange rules and/or regulations.

In addition, the general meeting of Shareholders of a Sub-Fund or of a (sub)-Class of Shares issued in any Sub-Fund may, upon proposal from the Board of Directors, resolve to close a Sub-Fund or a Class of Shares by way of liquidation or to redeem all the Shares relating to the relevant Sub-Fund or Class of Shares issued in a Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision shall take effect. There shall be no *quorum* requirements for such general meeting of Shareholders which shall decide by resolution taken by simple majority of those present or represented. For Sub-Funds for which no Maturity Date has been designated, the Board of Directors may in accordance with the provisions of the Articles of Incorporation in its discretion decide to close such a Sub-Fund and redeem all the Shares relating to such Sub-Fund and refund to the Shareholders the Net Asset Value of their Shares (taking into account actual realisation prices of investments and realisation expenses) calculated on the Valuation Day at which such decision shall take effect. The Shareholders of the relevant Sub-Fund will be notified of the decision of the Board of Directors or the resolution of the general meeting of Shareholders in that Sub-Fund to redeem all the Shares by the publication of a notice in the *Mémorial* as well as, if necessary and required by the laws of the respective country, in the official publications specified for the respective countries in which the shares are sold.

All redeemed Shares shall be cancelled and will become null and void. Upon compulsory redemptions, the relevant Sub-Fund or Class of Shares will be closed.

Liquidation or redemption proceeds which may not be distributed to the relevant Shareholders upon termination will be deposited with the Custodian for a period of 6 months; after such period, the assets will be deposited with the *Caisse de Consignation* on behalf of the persons entitled thereto. If not claimed, they shall be forfeited after 30 years.

#### *II.e: General Meetings*

The annual general meeting of Shareholders of the Company is held at the registered office of the Company and will be held at 11:00 a.m. on the last Friday in March of each year (or if such day is not a Luxembourg Banking Day, on the next following Luxembourg Banking Day).

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

Notices of all general meetings will be sent by mail to all registered Shareholders at their registered address at least 8 calendar days prior to the meeting. Such notice will indicate the time and place of the meeting, the conditions of admission thereto, will contain the agenda and refer to the requirements of Luxembourg law with regard to the necessary *quorum* and majorities at the meeting. To the extent required by law, further notices will be published in the *Mémorial*, in a Luxembourg newspaper and/or such other newspapers as the Board of Directors may determine.

#### *II.f: Annual, Semi-Annual and Quarterly Reports*

Audited Annual Reports, containing the audited consolidated financial reports of the Company and the Sub-Funds expressed in Euro in respect of the preceding financial period, will be sent to the registered Shareholders and made available at the registered office of the Company, of the Registrar and Transfer Agent and of the Distributor and/or the Sub-Distributors and shall be available at least 8 days before the Annual General Meeting. In addition, Semi-annual Reports will also be made available at such registered office within two months after 30 June. The Company's financial year ends on 31 December. In addition Quarterly Reports will be made available if so provided in the relevant Product Annex.

The Company may make available to Shareholders and potential investors an abridged version of the financial reports referred to above, which shall not contain the detailed list of shareholdings held by each of the Sub-Funds. Such abridged annual reports and abridged semi-annual reports will contain the offer to provide to those persons upon request and free of charge a copy of the complete version of such documents.



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*II.g: Documents Available for Inspection*

Copies of the following documents may be inspected free of charge during usual business hours on any Luxembourg Banking Day at the registered office of the Company, 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg:

- (i) the Articles of Incorporation;
- (ii) the Management Company Agreement;
- (iii) the Investment Management Agreement;
- (iv) the Custodian Agreement;
- (v) Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement;
- (vi) the Global Distribution Agreement;
- (vii) the Pledge Agreement and the Collateral Management Agreement; and
- (viii) the financial reports of the Company.

The Articles of Incorporation may be delivered to investors at their request.

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## MANAGEMENT AND ADMINISTRATION OF THE COMPANY

### The Board of Directors

According to the Articles of Incorporation, the Board of Directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests. All powers not expressly reserved by law to the general meeting of Shareholders fall within the competence of the Board of Directors.

The Board of Directors of the Company hereinafter is responsible for the overall investment policy, objective, management and control of the Company and for its administration. The Board of Directors will in particular be responsible for the day-to-day discretionary management of the various Sub-Funds unless otherwise indicated in the relevant Product Annex. There are no existing or proposed service contracts between any of the Directors and the Company. None of the Directors has received any remuneration or other direct or indirect benefit material to him.

**Werner Burg** (German): Mr Burg is a senior executive at Deutsche Bank Luxembourg S.A. and holds the title of director. He joined Deutsche Bank in 1989 and is currently in charge of the treasury and global markets group at Deutsche Bank Luxembourg S.A. During his career at Deutsche Bank group he was also employed at Deutsche Bank New York where Mr Burg was involved in the area of foreign exchange trading. Previously, Mr Burg was involved in the money-market business at Deutsche Bank Luxembourg S.A. Mr. Burg has been working in the banking sector for approximately 15 years and has a broad range of financial markets experience in Luxembourg and elsewhere with a focus on market risk management.

**Klaus-Michael Vogel** (German): Mr Vogel is senior executive at Deutsche Bank Luxembourg S.A. and is a member of the Management Committee of Deutsche Bank Luxembourg S.A. He joined Deutsche Bank in 1986, where he was First Vice President and member of the bank's Asset Liability Management Committee. Mr Vogel is now responsible for Treasury, Trading and Credit at Deutsche Bank Luxembourg S.A. Prior to joining Deutsche Bank he was Vice President of Chase Bank AG Frankfurt where he held the role of Head of Cash Management, Electronic Banking and Clearing Services. Simultaneously he worked as institutional relationship manager at Chase Manhattan Bank New York. Mr Vogel has over 24 years experience in banking and was admitted to the Munich bar in 1977.

**Jacques Elvinger** (Luxembourg): Mr. Elvinger, *maître en droit*, became a member of the Luxembourg Bar in 1984. He is a partner of the law firm Elvinger, Hoss & Prussen since 1987. He practices general corporate and banking law and is specialised in the field of investment funds and pension funds. As such, he is the principal in charge within Elvinger, Hoss & Prussen of the practice of investment funds and pension funds. He is a member of the Board of Directors and the Executive Committee of the Luxembourg Fund Association (Alfi) and currently President of the Tax Commission of the Alfi. He is also a member of the Advisory Committees to the Commission for the Supervision of the Financial Sector in the area of investment funds, pension funds and investment companies in risk capital.

### The Management Company

The Management Company has been appointed to act as the management company to the Company under the Management Company Agreement and will be responsible for providing investment management services, administration services and distribution and marketing services to the various Sub-Funds unless otherwise indicated in the relevant Product Annex.

The Management Company has been established as a Luxembourg "Société de Gestion" on 8 February 2002 and is subject to the Law. The articles of incorporation of the Management Company have been lodged with the Luxembourg Trade and Companies' Register and have been published in the Mémorial on 2 March 2002. The Management Company is registered with the Luxembourg Trade and Companies' Register under number B-85.829. The Management Company has been converted on 1 December 2004 into a management company under Chapter 13 of the Law. Its articles of incorporation have been amended by extraordinary shareholders' meetings held on 1 December 2004, on 9 June 2006, on 2 October 2007, on 2 April 2008, on 19 December 2008 and on 26 February 2010, respectively. The minutes of such extraordinary shareholders' meeting were published in the Mémorial on 14 December 2004, on 28 June 2006, on 3 December 2007, on 16 May 2008, on 3 February 2009 and 12 March 2010, respectively.

The Management Company provides investment management services to other investment funds which will be mentioned in the financial reports of the Company.

The Management Company is a subsidiary of Deutsche Bank Overseas Holdings Limited. Deutsche Bank Overseas Holdings Limited is part of the Deutsche Bank Group and a subsidiary of Deutsche Bank Aktiengesellschaft ("Deutsche Bank AG"). Deutsche Bank AG originated from the reunification of Norddeutsche Bank Aktiengesellschaft, Hamburg Deutsche Bank Aktiengesellschaft West, Düsseldorf, and Süddeutsche Bank Aktiengesellschaft, Munich. Pursuant to the Law on the Regional Scope of Credit Institutions, these institutions had been disincorporated in 1952 from Deutsche Bank, which was founded in 1870. The merger and the name were entered in the Commercial Register of the District Court Frankfurt am Main on 2 May 1957. Deutsche Bank AG's registration number is HRB 30 000. Deutsche Bank AG has its registered office in Frankfurt am Main, Germany.

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The activities of Deutsche Bank AG include traditional deposit-taking and lending business for private clients, corporates and public sector entities, including mortgage lending, payment transactions, securities brokerage for customers, asset management, investment banking, project finance, structured finance, trade finance, money and foreign exchange dealings, insurance and building savings business (Bauspargeschäft), as well as custody services, cash management, payment and securities settlement, and payment cards and point of sale services.

The Management Company Agreement contains provisions indemnifying the Management Company against any liability other than due to its negligence, bad faith, fraud or wilful default.

With the approval of the Company, the Management Company may delegate, under its own supervision and responsibility and at its own expense, any or all of its advisory duties to advisers previously approved by the Company and by the regulatory authorities. Unless otherwise specified in the relevant Product Annex, the Investment Manager will be State Street Global Advisors Limited.

The Management Company Agreement entered into between the Company and the Management Company is for an undetermined duration and may be terminated at any time by either party upon 90 days' prior notice or unilaterally with immediate effect by the Company, in the case of negligence, wilful default, fraud or bad faith on the part of the Management Company.

The Investment Management Agreement entered into between the Management Company and the Investment Manager is for an undetermined duration and may be terminated at any time by either party upon 180 days' prior notice or unilaterally with immediate effect by the Management Company, in the case of negligence, wilful default, fraud or bad faith on the part of the Investment Manager. Under the terms of the Investment Management Agreement, the Management Company will sub-delegate the day-to-day management of the Sub-Funds to the Investment Manager.

### **The Investment Manager**

The Investment Manager has been appointed to act as the investment manager of the Company by the Board of Directors pursuant to the Investment Management Agreement, which may be amended by mutual consent of the parties. The Investment Manager has been appointed for an undetermined duration.

State Street Global Advisors Limited, a private limited liability company, has been incorporated in England on 8 June 1990 with registered number 2509928. It is authorised and regulated by the Financial Services Authority in the conduct of its designated investment business (as defined in the FSA Handbook) and its principal business activity is that of an investment manager.

### **The Swap Counterparty**

Deutsche Bank AG, London Branch is the London branch of Deutsche Bank Aktiengesellschaft. The information contained in this Prospectus regarding Deutsche Bank Aktiengesellschaft and the Deutsche Bank Group (as defined below) has been reproduced from information supplied by the Swap Counterparty. However the Company does not assume any responsibility for accuracy or completeness of the information so reproduced.

The audited annual financial statements and unaudited interim quarterly financial statements of Deutsche Bank Aktiengesellschaft and the Deutsche Bank Group will be delivered after they are published to and will be obtainable from the Management Company pursuant to this Prospectus.

### **Deutsche Bank Aktiengesellschaft**

#### *Incorporation, Registered Office and Objectives*

Deutsche Bank Aktiengesellschaft ("**Deutsche Bank**", "**Deutsche Bank AG**" or the "**Bank**") originated from the reunification of Norddeutsche Bank Aktiengesellschaft, Hamburg, Rheinisch-Westfälische Bank Aktiengesellschaft, Duesseldorf and Süddeutsche Bank Aktiengesellschaft, Munich; pursuant to the Law on the Regional Scope of Credit Institutions, these had been disincorporated in 1952 from Deutsche Bank which was founded in 1870. The merger and the name were entered in the Commercial Register of the District Court Frankfurt am Main on 2 May 1957. Deutsche Bank is a banking institution and a stock corporation incorporated under the laws of Germany under registration number HRB 30 000. The Bank has its registered office in Frankfurt am Main, Germany. It maintains its head office at Theodor-Heuss-Allee 70, 60486 Frankfurt am Main and branch offices in Germany and abroad including in London, New York, Sydney, Tokyo and an Asia-Pacific Head Office in Singapore which serve as hubs for its operations in the respective regions.

Deutsche Bank is the parent company of a group consisting of banks, capital market companies, fund management companies, a real-estate finance company, instalment financing companies, research and consultancy companies and other domestic and foreign companies.

The objects of Deutsche Bank, as laid down in its Articles of Association, include the transaction of all kinds of banking business, the provision of financial and other services and the promotion of international economic relations. The Bank may realise these objectives itself or through subsidiaries and affiliated companies. To the extent permitted by law, the Bank is entitled to transact all business and to take all steps which appear likely to promote the objectives of the Bank, in particular: to acquire and dispose of real estate, to establish branches at home and abroad, to acquire, administer and dispose of participations in other enterprises, and to conclude company-transfer agreements.

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## Deutsche Bank AG, London Branch

"Deutsche Bank AG, London Branch" is the London branch of Deutsche Bank AG. On 12 January 1973, Deutsche Bank AG filed in the United Kingdom the documents required pursuant to section 407 of the Companies Act 1948 to establish a place of business within Great Britain. On 14 January 1993, Deutsche Bank registered under Schedule 21A to the Companies Act 1985 as having established a branch (Registration No. BR000005) in England and Wales. Its office is currently located at Winchester House, 1 Great Winchester Street, London EC2N 2DB. Deutsche Bank AG, London Branch is an authorised person for the purposes of section 19 of the Financial Services and Markets Act 2000. In the United Kingdom, it conducts wholesale banking business and through its Private Wealth Management division, it provides holistic wealth management advice and integrated financial solutions for wealthy individuals, their families and selected institutions.

Further information regarding Deutsche Bank can be obtained from the website [http://www.db.com/ir/index\\_e.htm](http://www.db.com/ir/index_e.htm).

No websites that are cited or referred to in this Prospectus shall be deemed to form part of, or to be incorporated by reference into, this Prospectus.

### The Custodian

The Custodian has been appointed to act as the custodian of the Company's assets by the Board of Directors pursuant to the Custodian Agreement, which may be amended by mutual consent of the parties. The Custodian has been appointed for an undetermined duration.

Cash and other assets constituting the assets of the Company shall be held by, or to the order of, the Custodian on behalf of and for the exclusive interest of the Shareholders of the Company.

The Custodian may, pursuant to the Custodian Agreement, entrust the safekeeping of securities to other banks, to financial institutions or to securities clearing houses such as Clearstream Banking and/or Euroclear for the purpose of providing local custody of assets. This will, however, not affect the Custodian's liability.

The Custodian further carries out the instructions of the Board of Directors and settles any transaction relating to purchase or disposal of the Company's assets.

The Custodian must ensure that:

- the sale, issue, redemption, switch and cancellation of Shares are carried out in accordance with the law and the Articles of Incorporation;
- in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and
- the income of the Company is applied in accordance with the Articles of Incorporation.

The Custodian shall, in compliance with Luxembourg law and pursuant to the Custodian Agreement, be liable to the Company and the Shareholders for any loss suffered by them as a result of its wrongful failure to perform its obligations or its wrongful or improper performance thereof. Under the Custodian Agreement, the Custodian or the Company may at any time, subject to advance notice of at least ninety days' from one party to the other, terminate the Custodian's duties, it being understood that the Company is under a duty to appoint a new custodian who shall assume the functions and responsibilities defined by the Law. In case of termination by the Custodian, the Company is required to use its best endeavours to appoint a new custodian which will assume the responsibilities and functions of the Custodian as set forth herein.

The Custodian may not be removed by the Company unless a new custodian is appointed within two months and the duties of the Custodian shall continue after its removal for such period as may be necessary to allow the transfer of all assets of the Company to the succeeding custodian.

The Custodian Agreement contains provisions indemnifying the Custodian against any liability other than due to its negligence, bad faith, fraud or wilful default.

The Custodian is State Street Bank Luxembourg S.A., a *société anonyme* under the laws of Luxembourg, incorporated in Luxembourg on 19 January 1990 for an unlimited duration. The registered office of the Custodian is located at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg. The consolidated and regulatory own funds of the Custodian amounted to Euro 65,000,000 as at 31 December 2007.

Subject to the provisions of article 36 of the Law, the Custodian shall use reasonable care in the exercise of its functions.

Any legal disputes arising among or between the Shareholders, the Company and the Custodian shall be subject to the jurisdiction of the competent court in Luxembourg, provided that the Company may submit itself to the competent courts of such countries where required by regulations for the registration of Shares for offer and sale to the public with respect to matters relating to subscription and redemption, or other claims related to their holding by residents in such country or which have evidently been solicited from such country. Claims of Shareholders against the Company or the Custodian shall lapse 5 years after the date of the event giving rise to such claims (except that claims by Shareholders on the proceeds of liquidation to which they are entitled shall lapse only 30 years after these shall have been deposited at the *Caisse de Consignation* in Luxembourg).

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### **The Administrative Agent, Paying Agent, Domiciliary Agent and Listing Agent**

The Administrative Agent has been appointed as the Company's administration agent, paying agent, domiciliary agent and listing agent pursuant to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement.

In such capacity the Administrative Agent furnishes certain administrative and clerical services delegated to it, including the calculation of the Net Asset Values. It further assists in the preparation of, and filing with the competent authorities of, financial reports.

The Administrative Agent is authorised to delegate under its full responsibility some or all of its duties hereunder to an agent or agents, to the extent required, upon clearance from the CSSF, in which case the Prospectus shall be updated.

The Administrative Agent is appointed for an undetermined duration. The Administrative Agent or the Company may each terminate the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement on giving ninety days' prior notice.

The Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement contains provisions indemnifying the Administrative Agent against any liability other than due to its negligence, bad faith, fraud or wilful misconduct.

The Administrative Agent is State Street Bank Luxembourg S.A., a *société anonyme* under the laws of Luxembourg, incorporated in Luxembourg on 19 January 1990. The registered office of the Administrative Agent is located at 49, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg. The consolidated and regulatory own funds of the Administrative Agent amounted to Euro 65,000,000 as at 30 June 2006.

### **The Registrar, Transfer Agent and Listing Agent**

Pursuant to the Administration Agency, Domiciliary and Corporate Agency, Paying Agency, Registrar, Transfer Agency and Listing Agency Agreement, the Company has appointed State Street Bank Luxembourg S.A. in Luxembourg as its registrar, transfer agent and listing agent to administer the issue, conversion and redemption of Shares, the maintenance of records and other related administrative functions.

The Registrar and Transfer Agent is entrusted moreover by the Company with the duty to:

- deliver to investors, if requested, the certificates representing Shares or written confirmations issued against payment of the corresponding asset value; and
- receive and carry out redemption and conversion requests complying with the Articles of Incorporation and cancel certificates or written confirmations issued in lieu of certificates in respect of Shares redeemed or converted.

### **The Auditor of the Company**

Ernst & Young S.A.  
7, Parc d'Activité Syrdall  
L-5365 Münsbach  
Grand Duchy of Luxembourg

### **The Legal Adviser of the Company as to Luxembourg Law**

Elvinger, Hoss & Prussen  
2, place Winston Churchill  
L-1340 Luxembourg  
Grand Duchy of Luxembourg

## PRODUCT ANNEX 49: db x-trackers MSCI RUSSIA CAPPED INDEX ETF

The information contained in this Product Annex relates to db x-trackers MSCI RUSSIA CAPPED INDEX ETF (the "**Sub-Fund**") and forms an integral part of the Prospectus. The Prospectus (which includes this Product Annex) constitutes the terms and conditions of the Sub-Fund. In particular, investors should refer to the special risk considerations associated with an investment in this Sub-Fund in the main part of the Prospectus, under the section "*Risk Factors - Underlying Asset Risks*".

### Investment Objective and Policy

The Investment Objective of the Sub-Fund is to track the performance of the Underlying Asset, which is the MSCI Russia Capped Index (the "**Index**" as described below under "General Description of the Underlying Asset"). The Sub-Fund will make dividend payments annually, except if the Board of Directors decides that, for any economical or other compelling reason, a dividend payment will not be made. In such case, Shareholders will be informed in accordance with the procedure set out in section II.e of the chapter "General Information on the Company and the Shares" in the main part of the Prospectus.

The Index is a free float-adjusted market capitalization weighted index reflecting the performance of large and mid capitalisation companies in Russia. The Index is a total return net index. A total return net index calculates the performance of the index constituents on the basis that any dividends or distributions are reinvested after the deduction of any taxes that may apply.

In order to achieve the Investment Objective, the Sub-Fund may:

- invest in transferable securities (the "**Invested Assets**") and/or use derivative techniques such as index swap agreements negotiated at arm's length with the Swap Counterparty (the "**OTC Swap Transaction**"), all in accordance with the Investment Restrictions. The purpose of the OTC Swap Transaction is to exchange the performance of the Invested Assets against the performance of the Index. The investors do not bear any performance or currency risk of the Invested Assets; and/or,
- invest part or all of the net proceeds of any issue of its Shares in one or more OTC Swap Transactions and exchange the invested proceeds against the performance of the Index. Although the Sub-Fund may in such case be at any time fully or partially exposed to one or more OTC Swap Transactions, collateral arrangements will be taken in relation to these OTC Swap Transactions so that the percentage of the counterparty risk exposure referred to under paragraph 2.3 of the section "Risk Diversification" of the main part of the Prospectus is reduced to nil.

The Sub-Fund may, with due regard to the best interest of its Shareholders, decide from time to time to switch partially or totally from one of the above described policies to the other in which case the cost of such a switch (if any) will not be borne by the Shareholders.

The Swap Counterparty may enter into hedging transactions in respect of the OTC Swap Transaction. According to the OTC Swap Transaction entered into between the Sub-Fund and the Swap Counterparty, the Sub-Fund shall receive the performance of the Index adjusted to reflect certain index replication costs associated with (i) the buying and selling by the Swap Counterparty of the constituents of the Underlying Asset in order to replicate the Index performance; or (ii) custody or other related costs incurred by the Swap Counterparty in relation to holding the constituents of the Underlying Asset; or (iii) taxes or other duties imposed on the buying or selling of the constituents of the Underlying Asset; or (iv) taxes imposed on any income derived from the constituents of the Underlying Asset; or (v) any other transactions performed by the Swap Counterparty in relation to the constituents of the Underlying Asset. These index replication costs may affect the ability of the Sub-Fund to achieve its Investment Objective.

The value of the Sub-Fund's Shares is linked to the Index, the performance of which may rise or fall. Hence, investors should note that the value of their investment could fall as well as rise and they should accept that there is no guarantee that they will recover their initial investment. The exposure of the Sub-Fund to the Index is achieved through the OTC Swap Transaction(s). The valuation of the OTC Swap Transaction(s) will reflect either the relative movements in the performance of the Index and the Invested Assets or the performance of the Index.

Depending on the value of the OTC Swap Transaction and the chosen policy the Sub-Fund will have to make a payment to the Swap Counterparty or will receive such a payment. In the case that the Sub-Fund has to make a payment to the Swap Counterparty, this payment will be made from the proceeds and, as the case may be, the partial or total disposal of the Invested Assets.

The investments and liquid assets (such as deposits) the Sub-Fund may hold on an ancillary basis will, together with any derivative techniques and any fees and expenses, be valued by the Administrative Agent on each Valuation Day in order to determine the Net Asset Value of the Sub-Fund in accordance with the rules set out in the main part of the Prospectus.

The Sub-Fund will not invest more than 10% of its assets in units or shares of other UCITS or other UCIs in order to be eligible for investment by UCITS governed by the UCITS Directive.

The Company may borrow for the account of a Sub-Fund, up to 10% of the Net Asset Value of such Sub-Fund provided that such borrowing is on a temporary basis. Such borrowing may be used for liquidity purposes (e.g., to cover cash shortfall caused by mismatched settlement dates on purchase and sale transactions, finance repurchases or pay fees reverting to a service provider). The assets of such Sub-Fund may be charged as security for any such borrowings in accordance with the principle of segregation of assets and liabilities provided by Article 133 (5) of the Law.

The Company may not borrow for investment purposes. Thus, the Sub-Fund itself will in no circumstances be leveraged for investment purposes and will therefore not be subject to any shortfall risk (the "Shortfall Risk"). By way of explanation, Shortfall Risk of a portfolio refers to the risk that a portfolio's net assets may suffer from an accelerated decrease in value due to the income on investments made with borrowed funds being lower than the cost of the borrowed capital and the value of such investments decreasing and becoming less than the value of the borrowed capital, and which may in extreme circumstances result in such a portfolio incurring losses greater than the value of its assets, which would result in investors in such a portfolio losing more than the total capital invested.

The Sub-Fund will have no Maturity Date. However, the Board of Directors may decide to terminate the Sub-Fund in accordance with the rules set out in the main part of the Prospectus and the Articles of Incorporation.

Further information relevant to the Sub-Fund's Investment Policy is contained in the main part of the Prospectus under "Investment Objectives and Policies" and under "Investment Restrictions".

#### **Profile of Typical Investor**

An investment in the db x-trackers MSCI RUSSIA CAPPED INDEX ETF is suitable for investors who are able and willing to invest in a sub-fund with a high risk grading as further described in the main part of the Prospectus under "Typology of Risk Profiles".

#### **Exchange Traded Fund**

The Sub-Fund is an ETF. The Shares of this Sub-Fund are fully transferable to investors and will be listed for trading on one or more stock exchanges.

#### **Specific Risk Warning**

**Investors should note that the Sub-Fund is not capital protected or guaranteed and that the capital invested or its respective amount are not protected or guaranteed and investors in this Sub-Fund should be prepared and able to sustain losses up to the total capital invested. Investors will also bear some other risks as described under the section "Risk Factors".**

#### **General Information relating to the Sub-Fund**

<b>Minimum Net Asset Value</b>	USD 50,000,000.
<b>Reference Currency</b>	USD
<b>Offering Period</b>	The Offering Period started on 19 October 2007 for the 1D Share Class. The final date of the Offering Period for the 1D Share Class was 6 December 2007, or such earlier or later date as the Board of Directors may determine.
<b>Launch Date</b>	Means for the 1D Share Class the 7 December 2007, or if such day is not a Business Day, the next following Business Day, or such earlier or later date as the Board of Directors may determine.
<b>Business Day</b>	Means a day (other than a Saturday or a Sunday) on which commercial banks, foreign exchange markets and Clearing Agents are open and settle payments in Luxembourg and on which the Underlying Asset is calculated by the relevant Index Provider.

<b>Transaction Day</b>	<p>Means a Luxembourg Banking Day on which subscriptions for, conversions from and redemptions of Shares can be made in order to be dealt with by the Registrar and Transfer Agent, as described under "Issue of Shares and Subscription", "Conversion of Shares" and "Redemption of Shares" in the main part of the Prospectus.</p> <p>The applicable deadline to consider applications received the same day is 5.00 p.m.</p> <p>Any applications received by the Registrar and Transfer Agent after such deadline on a Transaction Day will be deferred to the next Transaction Day and processed on the basis of the Net Asset Value per Share calculated on the Valuation Day that corresponds to such next Transaction Day.</p>
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### Description of the Shares

Classes		
	"1D"	"2D"
<b>Form of Shares</b>	Registered Shares or Bearer Shares represented by a Global Share Certificate	Registered Shares or Bearer Shares represented by a Global Share Certificate
<b>Initial Issue Price</b>	The Initial Issue Price will be calculated as corresponding to 1% (1/100) of the closing level of the Index on the Launch Date	The Initial Issue Price will be calculated as corresponding to 0.1% (1/1,000) of the closing level of the Index on the Launch Date
<b>ISIN Code</b>	LU0322252502	LU0455009265
<b>WKN Code</b>	DBX1RC	DBX0DR
<b>Denomination Currency</b>	USD	USD
<b>Minimum Initial Subscription Amount</b>	USD 100,000	USD 100,000
<b>Minimum Subsequent Subscription Amount</b>	USD 100,000	USD 100,000
<b>Management Company Fee<sup>1</sup></b>	Up to 0.45% Annually	Up to 0.45% Annually
<b>Fixed Fee</b>	0.01666% <i>per</i> month (0.20% p.a.)	0.01666% <i>per</i> month (0.20% p.a.)
<b>All-In Fee</b>	Up to 0.65% p.a.	Up to 0.65% p.a.
<b>OTC Swap Transaction costs</b>	According to the OTC Swap Transaction entered into by the Sub-Fund, the latter may have to bear certain index replication costs as more detailed in the Investment Objective and Policy section.	According to the OTC Swap Transaction entered into by the Sub-Fund, the latter may have to bear certain index replication costs as more detailed in the Investment Objective and Policy section.
<b>Upfront Subscription Sales Charge during/after the Offering Period</b>	The higher of (i) USD 20,000 per subscription request; and (ii) 3.00% <sup>2</sup>	The higher of (i) USD 20,000 per subscription request; and (ii) 3.00% <sup>159</sup>
<b>Redemption Charge</b>	The higher of (i) USD 20,000 per redemption request; and (ii) 3.00% <sup>3</sup>	The higher of (i) USD 20,000 per redemption request; and (ii) 3.00% <sup>160</sup>

<sup>1</sup> The Management Company Fee, the amount of which will revert to the Management Company, is a maximum percentage that will be calculated upon each Valuation Day on the basis of the Net Assets of the relevant Class.

<sup>2</sup> The Upfront Subscription Sales Charge, the amount of which will revert to the Distributor, is a maximum percentage that will be calculated on the basis of the Initial Issue Price, respectively of the Net Asset Value of the relevant Class.



Classes		
	"1D"	"2D"
<b>Dividends</b>	Subject to the provisions under "Investment Objective and Policy" above, a dividend will be paid on an annual basis which is expected to be during July. The first dividend payment is expected to occur during July 2008. The amount of dividend to be paid will be determined at the discretion of the Board of Directors.	Subject to the provisions under "Investment Objective and Policy" above, a dividend will be paid on an annual basis which is expected to be during July. The first dividend payment is expected to occur during July 2010. The amount of dividend to be paid will be determined at the discretion of the Board of Directors.

### General Description of the Underlying Asset

*This section is a brief overview of the Index. It contains a summary of the principal features of the Index and is not a complete description of the Index. In case of inconsistency between the summary of the Index in this section and the complete description of the Index, the complete description of the Index prevails. Information on the Index appears in the website identified below in "Further Information". Such information may change from time to time and details of the changes will appear on that website.*

#### General information on the Index

The Index is calculated and maintained by MSCI Inc.

The Index is a free float-adjusted market capitalization weighted index reflecting the performance of large and mid capitalisation companies in Russia. According to the MSCI index methodology the Index targets an 85% free float-adjusted market representation level within each industry group in Russia.

The Index is calculated in US Dollars on an end of day basis.

The Index is a total return net index. A total return net index calculates the performance of the index constituents on the basis that any dividends or distributions are reinvested after the deduction of any taxes that may apply.

The Index is reviewed and rebalanced on a quarterly basis and may also be rebalanced at other times in order to reflect corporate activity such as mergers and acquisitions.

Intra-quarter, issuer weights will fluctuate according to market movements. On quarterly rebalances, if the weight of any issuer in the Parent Index is greater than 25%, its weight will be capped to 20%. The remaining issuers are weighted according to their free float adjusted market capitalisations applicable to foreign investors as a percentage of the remaining non-capped weight (i.e., original weight divided by the difference of 100 minus the total capped weight).

The Index has a base date of 31 December 1994.

#### Further Information

Additional information on the Index, its composition, calculation and rules for periodical review and re-balancing and on the general methodology behind the MSCI indices can be found on [www.msctarra.com](http://www.msctarra.com).

<sup>3</sup> The Redemption Charge, the amount of which will revert to the Distributor, is a maximum percentage that will be calculated on the basis of the Net Asset Value of the relevant Class.

## IMPORTANT

THIS SUB-FUND IS NOT SPONSORED, ENDORSED, SOLD OR PROMOTED BY MORGAN STANLEY CAPITAL INTERNATIONAL INC. ("MSCI"), ANY OF ITS AFFILIATES, ANY OF ITS INFORMATION PROVIDERS OR ANY OTHER THIRD PARTY INVOLVED IN, OR RELATED TO, COMPILING, COMPUTING OR CREATING ANY MSCI INDEX (COLLECTIVELY, THE "MSCI PARTIES"). THE MSCI INDEXES ARE THE EXCLUSIVE PROPERTY OF MSCI. MSCI AND THE MSCI INDEX NAMES ARE SERVICE MARK(S) OF MSCI OR ITS AFFILIATES AND HAVE BEEN LICENCED FOR USE FOR CERTAIN PURPOSES BY DEUTSCHE BANK AG. NONE OF THE MSCI PARTIES MAKES ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, TO THE ISSUER OR OWNERS OF THIS SUB-FUND OR ANY OTHER PERSON OR ENTITY REGARDING THE ADVISABILITY OF INVESTING IN FUNDS GENERALLY OR IN THIS SUB-FUND PARTICULARLY OR THE ABILITY OF ANY MSCI INDEX TO TRACK CORRESPONDING STOCK MARKET PERFORMANCE. MSCI OR ITS AFFILIATES ARE THE LICENSORS OF CERTAIN TRADEMARKS, SERVICE MARKS AND TRADE NAMES AND OF THE MSCI INDEXES WHICH ARE DETERMINED, COMPOSED AND CALCULATED BY MSCI WITHOUT REGARD TO THIS SUB-FUND OR THE ISSUER OR OWNERS OF THIS SUB-FUND OR ANY OTHER PERSON OR ENTITY. NONE OF THE MSCI PARTIES HAS ANY OBLIGATION TO TAKE THE NEEDS OF THE ISSUER OR OWNERS OF THIS SUB-FUND OR ANY OTHER PERSON OR ENTITY INTO CONSIDERATION IN DETERMINING, COMPOSING OR CALCULATING THE MSCI INDEXES. NONE OF THE MSCI PARTIES IS RESPONSIBLE FOR OR HAS PARTICIPATED IN THE DETERMINATION OF THE TIMING OF, PRICES AT, OR QUANTITIES OF THIS SUB-FUND TO BE ISSUED OR IN THE DETERMINATION OR CALCULATION OF THE EQUATION BY OR THE CONSIDERATION INTO WHICH THIS SUB-FUND IS REDEEMABLE. FURTHER, NONE OF THE MSCI PARTIES HAS ANY OBLIGATION OR LIABILITY TO THE ISSUER OR OWNERS OF THIS SUB-FUND OR ANY OTHER PERSON OR ENTITY IN CONNECTION WITH THE ADMINISTRATION, MARKETING OR OFFERING OF THIS SUB-FUND.

ALTHOUGH MSCI SHALL OBTAIN INFORMATION FOR INCLUSION IN OR FOR USE IN THE CALCULATION OF THE MSCI INDEXES FROM SOURCES THAT MSCI CONSIDERS RELIABLE, NONE OF THE MSCI PARTIES WARRANTS OR GUARANTEES THE ORIGINALITY, ACCURACY AND/OR THE COMPLETENESS OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES MAKES ANY WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER OF THE SUB-FUND, OWNERS OF THE SUB-FUND, OR ANY OTHER PERSON OR ENTITY, FROM THE USE OF ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. NONE OF THE MSCI PARTIES SHALL HAVE ANY LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS OF OR IN CONNECTION WITH ANY MSCI INDEX OR ANY DATA INCLUDED THEREIN. FURTHER, NONE OF THE MSCI PARTIES MAKES ANY EXPRESS OR IMPLIED WARRANTIES OF ANY KIND, AND THE MSCI PARTIES HEREBY EXPRESSLY DISCLAIM ALL WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE, WITH RESPECT TO EACH MSCI INDEX AND ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL ANY OF THE MSCI PARTIES HAVE ANY LIABILITY FOR ANY DIRECT, INDIRECT, SPECIAL, PUNITIVE, CONSEQUENTIAL OR ANY OTHER DAMAGES (INCLUDING LOST PROFITS) EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.

NO PURCHASER, SELLER OR HOLDER OF THIS SECURITY, PRODUCT OR SUB-FUND, OR ANY OTHER PERSON OR ENTITY, SHOULD USE OR REFER TO ANY MSCI TRADE NAME, TRADEMARK OR SERVICE MARK TO SPONSOR, ENDORSE, MARKET OR PROMOTE THIS SECURITY WITHOUT FIRST CONTACTING MSCI TO DETERMINE WHETHER MSCI'S PERMISSION IS REQUIRED. UNDER NO CIRCUMSTANCES MAY ANY PERSON OR ENTITY CLAIM ANY AFFILIATION WITH MSCI WITHOUT THE PRIOR WRITTEN PERMISSION OF MSCI.