

MainFirst

Société d'Investissement à Capital Variable, SICAV

(General Section)

December 2011

Subscriptions can only be accepted on the basis of this full prospectus ("Full Prospectus"). The Full Prospectus is only valid if submitted together with the latest available Annual Report or, where applicable, the latest available Semi-annual Report if prepared later than the most recent annual report. The respective Annual and Semi-annual Reports and the essential information for investors are available before and after conclusion of contract from the Company's registered office or any paying or information agent free of charge.

Nobody shall be authorised to rely on statements that are not included in the Full Prospectus or in the essential information for investors or in documents to which this Full Prospectus or the essential information for investors refers and that are available to the public.

MainFirst

**Investment company with variable capital
under the law of Luxembourg**
(société d'investissement à capital variable, SICAV)

Luxembourg Trade and Companies Register no. B 89 173

Board of Directors:

President

Daniel Van Hove, CFA
Director, Member of the Management
Orionis Management SA, Luxembourg

Members of the Board

Moritz Pohle
Attorney at law, Schlawien Naab
Partnerschaftsgesellschaft, Freiburg

Björn Kogler
Head of Asset Management - Operations
MainFirst Bank AG, Frankfurt am Main

Management:

Daniel Van Hove, CFA
Director, Member of the Management
Orionis Management SA, Luxembourg

Jörg Becker
Controller, Accounting & Reporting
MainFirst Bank AG, Frankfurt am Main

Custodian Bank and Paying Agent:

J. P. Morgan Bank Luxembourg S.A.
6, route de Trèves
L-2633 Senningerberg

**Central Administration Agent, Register and
Transfer Agent:**

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6, route de Trèves
L-2633 Senningerberg

Nominee:

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1. INTRODUCTION

The Full Prospectus is published in the scope of the current share (issue) offer of **MainFirst** (the "Company"), a variable capital investment company.

The shares being offered (the "Shares") are Shares of the various Sub-funds of the Company and are offered for sale via Distributors. Subscriptions are only accepted if based on the valid Full Prospectus (General Section and Special Section) in conjunction with the latest published Annual Report and the latest published Semi-annual Report if it has been published later than the Annual Report.

Each Sub-Fund is legally dependent and all Sub-funds together form the Investment Company, which itself is a legally independent entity. The Full Prospectus is exclusively published in the context of the offer of Shares of the Sub-funds available at the time of print of the Full Prospectus. The Sub-funds' Shares are issued, redeemed or converted at the prices resulting from the calculation of the Net Asset Value per Share of the relevant Sub-fund (in this context please refer to the sections "Issue of Shares", "Redemption of Shares" and "Conversion of Shares").

Pursuant to the provisions of the law of 17 December 2010, relating to undertakings for collective investment ("UCIs"), as amended (the "2010 Law"), the Company is entitled and obliged to prepare essential information for investors for the distribution of Shares of one or several Sub-fund(s), with the Full Prospectus available in Luxembourg at the Company's registered office and from national agents.

Thus, the Full Prospectus contains one General Section comprising the provisions applicable to all Sub-funds, and a Special Section, detailing the individual Sub-funds and the provisions specific to them. In its Special Section, the Full Prospectus includes all activated Sub-funds and may be consulted by investors at the Company's registered office and via the national agents. The Full Prospectus contains the General Section dated December 2011, and the relevant applicable Special Section. Additionally, the Company must issue essential information for investors in the form of a Simplified Prospectus containing a concise presentation of the relevant Sub-fund(s), information regarding the fields of investment, economy and trading, and additional information for investors.

The Company's Board of Directors has taken all necessary steps to ensure that the Full Prospectus, at the time of its publication, contains accurate and precise information on all of the key issues tackled therein. All members of the Board of Directors accept their liability in this regard.

Potential subscribers of Shares are requested to seek personal advice - via their bank or their financial, legal or tax advisor - to become fully aware of any legal or tax consequences or of any consequences related to foreign exchange restrictions or controls which may be applicable to the subscription, the holding, redemption, conversion or transfer of Shares with regard to the current legal situation in the country of residence, ordinary residence or place of business of such person.

Nobody is authorised to issue information other than the information provided in the Full Prospectus and in the documents referred to therein.

Any information disclosed by a person who is not referred to in the Full Prospectus should be regarded as unauthorised information. The information contained in the Full Prospectus is accurate at the time of issue, it may be updated from time to time to take account of any major changes that subsequently occur. Any potential subscriber of Shares is therefore advised to check with the Company as to whether a more recent Full Prospectus has been published since the original date of publication.

Any reference to the terms "EUR", "USD", and "CHF" in this Full Prospectus shall mean the relevant legal tender in the member states of the single European currency, the United States or Switzerland.

Any reference to “Banking Day” shall mean a day on which the banks in Luxembourg City and Frankfurt am Main are open for the whole day during normal business hours. In this respect, 24 December and 31 December of each year shall not be considered as Banking Days.

The Annexes are integral parts of the Full Prospectus and must be read in conjunction with it.

The Company draws potential investors' attention to the fact that any investor may only assert his rights in their entirety directly vis-à-vis the Company, and the right to attend annual general meetings in particular, if the investor himself is a shareholder in the Company and has his own name entered in the Company's share register. In cases in which the investor has invested in the Company through an intermediary such as a trustee or nominee who has made the investment in his own name but on behalf of the investor, all of the rights associated with the investment may not automatically be asserted by the investor directly vis-à-vis the Company. Investors are advised to seek advice on their rights in such a situation.

Copies of the Full Prospectus may be acquired free of charge from the Central Administration Agent, Register and Transfer Agent:

J. P. Morgan Bank Luxembourg S.A.
6, route de Trèves
L-2633 Senningerberg

EUROPEAN UNION ("EU") – The Company is an Undertaking for Collective Investment in Transferable Securities (“UCITS”) pursuant to Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (“UCITS Directive”); the Company’s Board of Directors intends to publicly distribute the Shares in various EU member states according to the provisions of the UCITS Directive.

LUXEMBOURG – The Company is an Undertaking for Collective Investment in Transferable Securities (UCITS) pursuant to Section I of the 2010 Law. It operates as a self-managed investment company investing in transferable securities (“SMIC”). The Company’s admission as a Luxembourg UCITS must not be interpreted as a positive judgement by the Luxembourg supervisory authority, Commission de surveillance du secteur financier (the “CSSF”), regarding the quality of the Shares in the Company distributed on the basis of this Full Prospectus.

The Full Prospectus must not serve as a basis for an offer or an invitation to purchase in a certain country or under certain conditions unless such offer or invitation is authorised in the relevant country or under the relevant conditions. Any potential subscriber of Shares receiving a copy of the Full Prospectus (General and Special Section) or the subscription from outside of the Grand Duchy of Luxembourg, shall regard such documents as an invitation to purchase or subscribe regarding such Shares only if such invitation can be made in full legally in the corresponding country without any registration or other requirements, or if the relevant person complies with such country’s applicable legal provisions, or has received all official and any other authorisations required, and has complied with all applicable formal requirements.

FRANCE – Shares in certain Sub-funds of the Company may be held in France as part of a share savings plan (*Plan d'épargne en actions*, **PEA**). As regards the Germany Fund, Top European Ideas Fund, Avant-garde Stock Fund, and Classic Stock Fund Sub-funds, the Company undertakes to invest its assets pursuant to article 91 quater L of Annex II of the French *Code général des impôts* such that on a sustained basis at least 75% is invested in transferable securities or rights, as indicated under a, b and c of the 1st paragraph of article L.221-31 of the French *Code monétaire et financier*.

UNITED STATES OF AMERICA – The Shares have not been registered under the provisions of the United States Securities Act of 1933; thus, they must by no means be offered or in any way sold within the

United States of America or any of its territories and may also not be offered or sold either to United States citizens or for the benefit of US persons, with the term “US person” being defined in article 10 of the Articles of Incorporation (“Articles”).

2. OVERALL INVESTMENT OBJECTIVES, INVESTMENT POLICY AND RISKS

The fundamental objective of the Company is to provide its Shareholders with an appropriate increase in value of the capital invested in conjunction with a broad diversification of the risks involved.

Investments in any of the Company’s Sub-funds are subject to market fluctuations and other risks typically associated with investing in securities.

The value of the investment may be influenced by national and international macroeconomic developments, by interest rate fluctuations or by changes in the currencies of the investment countries, but also by exchange control provisions, by the tax legislation of the individual investment countries, including the provisions regarding withholding tax, by change of government or by changes in the economic and currency policies of the relevant countries. There is therefore no guarantee that the objectives of the investment policy will be achieved in practice.

The investment policy applies to the investments described in section 17 below.

Each Sub-fund may apply different strategies to reduce investment risks and to optimise its portfolio return but is, however, subject to the investment restrictions described in section 17 below . At present, such strategies include options on securities, exchange futures, futures, and options on futures. The situation on the markets and the applicable legal provisions may restrict the use of such instruments. The Company cannot guarantee the success of such strategies. The Sub-funds participating in the futures and options markets, and the Sub-funds applying currency exchange transactions in compliance with the investment restrictions specified under section 17 below are subject to the risks and costs related to such specific investments; they would not be subject to such risks and costs if they had not concluded such transactions. Should the fund manager’s assessment of the development of the securities, currency and interest markets not be correct, the Sub-fund may find itself in a more unfavourable situation than if the risk hedging or optimising strategies had not been applied.

There is no guarantee that the Sub-funds’ portfolios are effectively hedged or that the Sub-funds will actually achieve their investment objectives.

3. CUSTODIAN BANK AND PAYING AGENT

The Company’s assets are deposited with J. P. Morgan Bank Luxembourg S.A. (“Custodian Bank”), which has agreed to act as Custodian Bank subject to a global custody agreement entered into with the Company for an unspecified period of time on 1 April 2009.

Pursuant to the provisions of the 2010 Law, it is the task of the Custodian Bank to ensure that:

- (a) the sale, issue, redemption, conversion and the declaration of invalidity of Shares by the Company itself or for its account are carried in compliance with the law or the Articles of Incorporation;
- (b) regarding transactions involving the Company’s assets, the corresponding consideration is received within the usual timeframe;
- (c) the Company’s revenues are used for the purposes specified in the Articles of Incorporation.

The Custodian Bank’s liability shall not be affected, should the Bank entrust third parties wholly or partially with the custody of the Company’s assets.

For its custodian services, the Custodian Bank charges the banking costs usually charged in Luxembourg for the custody of assets and the administration of securities.

In compliance with the provisions of the agreement mentioned above, J. P. Morgan Bank Luxembourg S.A. has also agreed to serve as the Company's Paying Agent. In this context, the Bank shall mainly perform financial services related to the issue and redemption of the Company's Shares and as instructed by the Company.

Following an initial contractual term of three years, the global custody agreement shall continue in full force and effect until the Company terminates the global custody agreement on 60 days' written notice to the Custodian Bank, or the Custodian Bank terminates the global custody agreement on 180 days' written notice to the Customer provided that the requirements contained in article 36(a) of the 2010 Law are satisfied, namely that a replacement custodian be appointed within two months of such termination and that until such replacement is appointed, the Custodian Bank shall take all necessary steps to ensure that the justified interests of the Shareholders of the Company are duly upheld.

4. CENTRAL ADMINISTRATION AGENT, REGISTER AND TRANSFER AGENT

J. P. Morgan Bank Luxembourg S.A. ("Central Administration Agent, Registrar and Transfer Agent") shall be responsible, among other tasks, for the performance of the central administrative functions required by Luxembourg law, the maintenance of the Company's accounting records and the maintenance of the share register. In addition, it shall be responsible for the periodic calculation of the Net Asset Value per Share and shall also assume any other functions of a central administration agent according to Luxembourg laws. In particular, it shall be responsible for the subscription, redemption and conversion of Shares as well as the transfer of the relevant proceeds; in the event that the Board of Directors decides to issue share certificates, the Central Administration Agent, Registrar and Transfer Agent shall be responsible for the issue of such share certificates and the safekeeping of share certificates of the Company that have not been issued; it shall accept share certificates presented for replacement, redemption or conversion and supervise the dispatch of any reports, notices or other documents to Shareholders.

5. DISTRIBUTORS

In compliance with the applicable laws, the Company intends to appoint distributors ("Distributors") for the distribution and sale of Shares of all Funds in all countries in which distribution and sale of such Shares is permitted. The Distributors are authorised to keep or reduce the sales charge or a part thereof relating to the Shares that they have sold. The Distributors' Distribution Agreements are concluded for an unspecified period of time and may be terminated by either Party with three months' prior written notice. The Company has nominated Distributors and may also nominate additional Distributors.

The Distributor transmits the subscription, redemption and conversion orders to the Company and initiates the relevant payments.

6. SHARES

The Company may issue Shares in the form of bearer Shares or registered Shares. Bearer shares are only issued in the form of a global certificate held in a clearing and settlement system.

The issued Shares, regardless of their form, may be issued as either accumulating or distributing Shares.

The Board of Directors may issue Share Classes ("Classes") as detailed in the respective Special Sections.

The net return from the issue of Shares shall be invested in the corresponding Sub-fund's assets.

The Board of Directors shall set up separate assets for each Sub-fund. Each of these assets shall be allocated exclusively to the Shares issued for the relevant Sub-fund considering the ratio of the Shareholders concerned.

Each Sub-fund shall only be only liable for its own obligations to third parties and to creditors in particular. Pursuant to the 2010 Law, the Company is not liable as a whole, irrespective of which Sub-fund's liabilities are concerned.

Registered Shares are entered into a register of Shares maintained by the Company or one or several person(s) commissioned by the Company to this effect. The registration comprises the name of each holder of registered Shares, the holder's domicile or chosen ordinary residence as communicated to the Company, the number of registered Shares held and the amount paid in for each such Share.

The entry of the Shareholders' names in the registry is regarded as evidence of their right of ownership.

Subject to the Company's consent, Shares may also be held via an intermediary such as a trustee or nominee. In such cases, the trustee or nominee is entered into the register following the subscription of Shares. However, all Shareholders may at any time have their own name entered in the register by requesting that the trustee or nominee transfer the Shares to the Shareholder.

Bearer shares are issued in the form of global certificates. Shareholders are not entitled to the delivery of physical securities.

All Shares must be fully paid in; they have no face value and do not grant any preference or pre-emptive rights. Pursuant to the legal provisions and the stipulations of the Articles of Incorporation, each Share grants one vote in any general meeting, irrespective of the corresponding Sub-fund.

7. ISSUE OF SHARES

Accumulating and/or distributing Shares in each Sub-fund are issued at the subscription price. This price is calculated on any valuation day (any Banking Day in Luxembourg) on the basis of the net asset value per Share.

As soon as Sub-funds are available for subscription, the Company may determine an initial subscription period in which the Shares are issued at a fixed subscription price plus a sales charge if applicable.

After the initial subscription period, the Shares of the various Sub-funds are issued at an issue price based on the net asset value per Share on the relevant valuation day. Moreover, a sales charge is applied which can be credited wholly or partially to the Distributor commissioned with the sale of the Shares in the country in which the investor is ordinarily resident.

Subscription orders arriving at the Administration Agent by no later than 12 noon (Luxembourg time) on the valuation day are settled after acceptance at the subscription price applicable on that valuation day. Orders arriving after 12 noon (Luxembourg time) on the valuation day are settled after acceptance at the subscription price of the following valuation day. Any Luxembourg Banking Day shall be a valuation day.

In any case, the issue price shall be determined after the specified cut-off time in order to ensure that investors subscribe based on prices that are not known to them in advance.

Individual Sub-funds may deviate from these general proceedings. In such case, the individual proceedings for the Sub-fund in question are detailed in the Special Section comprising the description of such Sub-fund.

Moreover, subscribers or Shareholders may directly contact J. P. Morgan Bank Luxembourg S.A., the registered office of which is located at 6, route de Trèves, L-2633 Senningerberg, Luxembourg, and which effectively performs the work of the central administration in full or in part.

The Company reserves the right to reject or only partially accept any subscription order. Moreover, the Company reserves the right to suspend the issue and redemption of Shares of any Sub-fund without prior notice and at any time.

The Company may resolve to issue fractions of Shares if the net amount of a subscription is not sufficient for a whole Share and the investor has not given instructions to subscribe to whole Shares only. Fractions of registered Shares may be issued up to one thousandth of a Share.

Subscription orders sent to the Distributor or other intermediaries must in any case include the purchaser's proxy statement granting sub-proxies.

Should the Company suspend calculation of the net asset value per Share for a Sub-fund (refer to item 18 of the Full Prospectus), no Shares shall be issued for the relevant Sub-fund during the time of the suspension.

8. SAVINGS PLANS

Pursuant to all of the relevant national laws and rules and regulations, and with the Company's consent, a Distributor may also offer Shares in connection with savings plans.

In this context, the Distributor shall be authorised in particular:

- (a) to offer multi-year savings plans specifying conditions and procedures, the initial subscription amount and the regular savings instalments. In this case, the minimum subscription amounts specified in this Prospectus for the subscription of Shares do not apply;
- (b) to debit higher charges for sales, conversion operations and redemptions in connection with savings plans, thus exceeding the maximum amounts for selling, converting and redeeming Shares specified in this Prospectus.

The relevant Special Section specifies whether savings plans are offered for the relevant Sub-fund. The terms and conditions of such savings plans, especially the sales commissions, are based on the law of the country of distribution and are available from any Distributor.

9. REDEMPTION OF SHARES

Pursuant to the Articles of Incorporation and subject to the following stipulations, every Shareholder of the Company is entitled to request from the Company at any time the redemption of some or all of the Shares he/she/it holds in a Sub-fund.

The Shareholders who wish to redeem all or a part of their Shares must submit a written, irrevocable application to the Company. Such application shall detail the following: the identity and the address of the applicant, the number of Shares to be redeemed, the name of the Sub-fund in which the Shares have been issued, and the name of the person to receive the payment.

The redemption price can only be paid out if the Share certificate(s) in due form together with any other documents required for the transfer are submitted with the application.

Redemption orders received by the Administration Agent by no later than 12 noon. (Luxembourg time) on the valuation day are settled after acceptance at the redemption price applicable on that valuation day.

Orders arriving after 12 noon (Luxembourg time) on the valuation day are settled after acceptance at the redemption price of the following valuation day.

Moreover, subscribers or Shareholders may directly contact J. P. Morgan Bank Luxembourg S.A., the registered office of which is located at 6, route de Trèves, L-2633 Senningerberg, Luxembourg, and which effectively performs the work of the central administration in full or in part.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with the exchange-related costs charged to the Shareholder.

The redemption price of Shares may be higher or lower than the relevant purchase or subscription price. The redemption price corresponds to the net asset value per Share on the corresponding valuation day. It is generally paid out in Luxembourg, at the latest four Banking Days after the day on which the net asset value applicable to the redemption has been calculated.

Payments are made at the shareholder's risk and cost via cheque to the specified address or by bank transfer to an account specified by the Shareholder.

Redeemed Shares shall be cancelled.

Redemptions of a Sub-fund's Shares shall not be carried out during any period when calculation of the net asset value per Share for that Sub-fund has been suspended.

Should the incoming redemption (article 8 of the Articles of Incorporation) or conversion orders (article 9 of the Articles of Incorporation) for Shares, on a day on which the redemption or conversion of Shares is possible, exceed 10% of the relevant Sub-fund's outstanding Shares, the Board of Directors may resolve to suspend all or a part of the redemption and conversion orders for a specified period of time and under consideration of the Company's interests. However, such suspension must as a general rule not exceed 7 valuation days. The processing of these redemption and conversion orders is then given priority over the processing of subsequent orders received after the initial redemption date.

Pursuant to article 10 of the Articles of Incorporation, the Company is authorised to repurchase all Shares held by a US person.

10. CONVERSION OF SHARES

Pursuant to the stipulations of the Articles of Incorporation and subject to the following stipulations, every Shareholder may convert Shares issued in one Sub-fund into Shares of another Sub-fund.

The conversion of Shares within a Sub-fund or between different Sub-funds is possible on any valuation day.

The Shareholder shall place the conversion order with the Company by fax or in writing. The procedures and time limits applicable to the redemption of Shares shall also apply to the conversion of Shares.

A conversion order shall be executed subject to the following conditions:

- if the Domiciliary Agent has received a properly filled out conversion order, and
- if the Domiciliary Agent has received the Share certificates for the Shares to be converted, if applicable.

Moreover, subscribers or Shareholders may directly contact J. P. Morgan Bank Luxembourg S.A., the registered office of which is located at 6, route de Trèves, L-2633 Senningerberg, Luxembourg, and which effectively performs the work of the central administration in full or in part.

The conversion ratio for the relevant Shares is calculated based on the relevant Shares' net asset values on the same valuation day. The Board of Directors is authorised to allow the conversion on condition that the relevant costs incurred at the agents charged with the conversion of Shares are paid.

Conversion of Shares shall not take place during any period when calculation of the net asset value per Share has been suspended with regard to the relevant Shares of the Company.

11. PROTECTION OF PERSONAL DATA AND TELEPHONE RECORDINGS

The Company records, stores and processes, electronically and in other ways, the data provided by Shareholders when they subscribe, in order to be able to provide the services required by Shareholders and to meet its legal obligations. The data will include the name, address and amount invested for every Shareholder.

Investors may refuse at their own discretion to send personal data to the Company. In this event, however, the Company may reject their application for subscription of Shares in the Company.

The personal data provided by Shareholders are used in particular (i) to maintain the share register, (ii) to process applications for subscription, redemption and conversion of Shares as well as dividend payments to Shareholders, (iii) to prevent 'late trading' and 'market timing' practices, and (iv) to comply with applicable legislation on the prevention of money laundering.

The Company may transfer the processing of personal data to one or more offices which are based in the European Union, such as the central administrative agent or the registrar and transfer agent. If need be the Company and/or the central administrative agent may transfer personal data to offices outside of the jurisdiction of the European Union, in which no adequate requirements for the safekeeping of personal data are applicable.

A Shareholder has the right to object to the use of their personal data for marketing purposes. Such an objection may be lodged by means of a letter addressed to the Company.

Personal data will not be stored beyond the time during which it needs to be used, subject to the legally stipulated limitation periods.

By subscribing for or purchasing Shares, a Shareholder agrees that his/her/its telephone conversations conducted with the Distributors, the Custodian Bank or the Central Administration Agent, may be recorded and thus processed as per the data protection law of 2 August 2002, as last amended.

Investors' attention is also drawn to the fact that their personal data will be recorded in the Share register maintained by the registrar and transfer agent. In accordance with the provisions of the data protection law, investors are entitled to request information on and to correct their personal data at any time.

12. COMBATING MARKETING TIMING AND LATE TRADING

Purchasing, selling or converting Shares in order to perform market timing, late trading or similar practices is not allowed.

Market timing means the application of arbitrage transactions, i. e. investors systematically subscribe, redeem or convert Shares of an Undertaking for Collective Investment ("UCI") within a short period of time, making use of time zones and/or inefficiencies or weaknesses of the valuation system of the UCI's Shares.

The Company does not permit any practices related to market timing, as these may have a negative impact on the performance of the Company by increasing costs and/or diluting profits. The Company reserves the right to reject subscription or conversion applications from an investor who is suspected of using such practices. The Company may also temporarily or completely suspend the issue of Shares or take appropriate action to protect the Company's other investors. Any payments already made shall be repaid without delay.

Late trading means the acceptance of a subscription, conversion or redemption application which has been received after the expiry of the cut-off time of the relevant day, and execution thereof at a price corresponding to the relevant share price of that day.

In any case, the Company shall ensure that subscription, redemption and conversion are based on a share price that was not previously known to the investor. The cut-off time for the acceptance of applications is explicitly specified in the Special Section of the Full Prospectus.

13. DIVIDEND POLICY

The income and capital gains achieved in each Sub-fund shall be accumulated or distributed by the relevant Sub-fund. Should it however be deemed appropriate to pay a dividend with regard to any Sub-fund, the members of the Board of Directors may suggest to the Annual General Meeting of Shareholders that a dividend be distributed from the distributable net capital gains and/or the realised and/or non-realised capital gains net of the realised and/or non-realised capital losses.

Any dividend statements shall be published in the “Luxemburger Wort” and - upon resolution of the Board of Directors - in other newspapers.

Dividends not collected within five years shall be forfeited to the benefit of the relevant Sub-fund.

14. COSTS

The Company shall pay, for the services of the Investment Manager and the Distributors, a flat rate in the various Classes and as detailed in the Special Sections, the amount of which is specified in the corresponding Special Sections of the Full Prospectus. All the other costs, including the commissions for the Custodian Bank, the Domiciliary Agent, the Administration Agent, the Registrar, the Transfer Agents, all Paying Agents and all permanent representatives at locations where the Company is subject to registration, shall be borne by the Company. Costs incurred outside of the flat rate can be covered by the flat rate subject to a resolution of the Company's Board of Directors.

Moreover, the Company shall bear the costs resulting from the Company's operations. This includes the following costs, among others:

Costs for taxes, legal services and audits, the purchase and sale of securities, public charges, proxy statements for the convening of the general meeting of Shareholders, Annual Reports and prospectuses, sales promotion and marketing activities, paying of distributions, registration, reporting to the relevant supervisory authorities, fees and expenses of the Company's Board of Directors, insurance premiums, interest, listing fees and brokerage, reimbursement of expenses for the Custodian Bank and all other contractual partners of the Company, publication of the net asset value per Share and the share price, and licence fees for the use of any proprietary trade names.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

If a liability of the Company cannot be allocated to a specific Sub-fund, it shall be allocated to all Sub-funds on a pro rata basis of the relevant net asset values or in any other way as may be decided by the Board of Directors to the best of its knowledge and belief, with - pursuant to the provisions of the preceding section

“Shares” - all liabilities, irrespective of the Sub-fund to which they are allocated, binding the Company as a whole unless otherwise agreed upon with the individual creditors.

The costs are paid initially from the earnings, then from the realised or non-realised price gains. Costs related to setting up the Company and the subsequent inception of new Sub-funds are paid on a pro rata basis out of the assets of the various Sub-funds of the Company's assets and amortized over the next five business years of the Company. Costs for the launch of new Sub-funds are exclusively charged to the respective Sub-fund and can be written down over a period of five years after the launch of the respective Sub-fund.

15. TAXATION STATUS OF THE COMPANY AND ITS SHAREHOLDERS

15.1 Taxation status of the Company in Luxembourg

Pursuant to the relevant stipulations of the Luxembourg law and administrative practice, the Company is not subject to any Luxembourg tax on its income. Distributions by the Company are not subject to a withholding tax in the Grand Duchy of Luxembourg. In Luxembourg, however, the Company is subject to a capital levy (taxe d'abonnement) amounting to 0.05% p.a. of its net asset value. For all classes in all Sub-funds reserved for institutional investors, the capital tax (*taxe d'abonnement*) amounts to 0.01% of the net assets of the corresponding class in the respective Sub-fund. This tax is to be paid quarterly and is calculated based on the net assets of the Company at the end of the corresponding quarter.

Upon the issue of new Shares in the Company, no stamp or other taxes are to be paid in Luxembourg, with the exception of a non-recurring tax amounting to EUR 1,250, which was paid upon incorporation of the Company, and a tax of EUR 75 upon each amendment to the Company's Articles of Incorporation. Realised or non-realised price gains resulting from the Company's assets are not subject to taxation in Luxembourg. Dividend and interest income from the Company's investments may be subject to tax payments at various rates in the relevant countries. Such withheld taxes can only be reclaimed in individual cases.

The above information is based on the current legal situation and administrative practice and may therefore be subject to change.

15.2 Taxation status of the Shareholders

In conjunction with ownership of the Company's Shares, the Shareholders are not subject to taxation on income or price gains in the Grand Duchy of Luxembourg. This does not apply to Shareholders (i) who have their domicile or ordinary residence or business office in Luxembourg, or (ii) who do not have their domicile or ordinary residence in Luxembourg, but hold more than 10% of the Company's Shares and transfer to third parties all or a part of their Shares within six months upon purchase, and in specific cases, (iii) this does not apply to former Luxembourg residents holding more than 10% of the Company's Shares who are subject to national tax provisions.

Since 1 July, 2005 and pursuant to Directive 2003/48/EC, Luxembourg has been charging a withholding tax with regard to individuals who are resident in the member states of the EEA. Thus, income from investment funds may be subject to withholding tax. The rate of withholding tax is currently 35%.

Accordingly, and pursuant to the current legal situation, income from accumulating investment funds is subject to withholding tax if such funds invest over 40% of their net asset value in interest-bearing and liquid assets. Income from distributing investment funds is subject to withholding tax if such funds invest over 15% of their net asset value in interest-bearing and liquid assets.

The above information is based on the current legal situation and administrative practice and may therefore be subject to change.

Prospective Shareholders are urged to obtain information and proper advice as regards laws and provisions covering taxation and exchange controls in their countries or in the country of domicile or ordinary residence or incorporation, and which are related to the subscription, purchase, ownership, redemption, conversion and other ways of realising the Shares of the Company. The Company and its Promoter do not accept any such liability.

16. NOTIFICATIONS TO SHAREHOLDERS

Any convening of General Meetings including such General Meetings called to decide on amendments to the Articles of Incorporation or on the dissolution and liquidation of the Company, shall be disclosed to Shareholders pursuant to Luxembourg law. Registered Shareholders shall be provided with an information document accordingly. If and to the extent that bearer shares have been issued, the convening of meetings or other important notifications shall be published pursuant to the relevant statutory provisions in Luxembourg.

The Board of Directors may determine all other conditions to be fulfilled by Shareholders in order for them to participate in a General Meeting. The agenda may stipulate that the necessary quorum and majorities are to be determined on the basis of the number of shares that have been issued by midnight (Luxembourg time) five days before the date of the General Meeting (the "fixing date"). In such a case, Shareholders' participation rights shall be based on the number of shares that they hold on the fixing date.

The Company shall publish annually a detailed report on its business activities and the management of its assets, including the balance sheet, the profit and loss account, a detailed statement of each Sub-fund's assets, the consolidated accounts of the Company covering all Sub-funds, and the report of the financial auditor.

Moreover, the Company shall publish Semi-annual Reports which include - especially for each Sub-fund and for the Company as a whole - the composition of assets, the number of Shares outstanding and the number of Shares issued and redeemed since the last publication.

These documents can be requested free of charge by any interested party at the Company's registered office.

The financial year of the Company begins on 1 January of the calendar year and ends on 31 December of the same year.

The annual consolidated Balance Sheet of the Company - i.e. the summary of all Sub-funds - is prepared in EUR, the currency of the Company's capital.

The Annual General Meeting of Shareholders shall be held in Luxembourg at the place specified in the convening notice, on the last Thursday in April, at 10:30 a.m. Should this day be a public or bank holiday in Luxembourg, the General Meeting shall take place on the following Banking Day.

The Company has introduced a procedure designed to handle complaints from Shareholders quickly and appropriately. Shareholders may submit their complaints to the Company's address at any time. In order to guarantee that the complaint will be dealt with promptly, it should refer to the relevant Sub-fund and share class in which the shareholder submitting the complaint holds shares. Complaints may be lodged in writing, by telephone or during a personal discussion. Written complaints shall be recorded and kept on file. Verbal complaints shall be documented in writing and kept on file. Written complaints may be submitted in German or in any of the official languages of the investor's home state within the European Union. The e-mail address for complaints is: fonds@mainfirst.com.

17. INVESTMENT RESTRICTIONS

The Company's assets are subject to risks and fluctuations typical for securities investments. Therefore, the Company cannot guarantee that the planned investment objective will actually be achieved and that the

Company's investments will develop positively. The Board of Directors specifies the investment policy for each Sub-fund based on the principle of risk diversification. The "General Principles" listed below shall apply to all Sub-funds of the Company.

In general, the investment policy to be applied to each Sub-fund shall be in compliance with the following provisions:

17.1 The Company's Investments

The Company's investments consist of the following financial instruments in accordance with the 2010 Law:

- (a) Securities and money market instruments listed or traded on a regulated market; and/or
- (b) Securities and money market instruments traded on another market in a member state of the European Union (EU), provided that such market is recognised, open to the public and functions properly; and/or
- (c) Securities and money market instruments officially listed on a securities exchange of a third state or traded on another regulated market of a third state, provided that such market is recognised, open to the public and functions properly, if such securities exchange or market is specified in the Company's Articles of Incorporation; and/or
- (d) Securities and money market instruments from new issues, provided that:
 - their issue terms include the obligation for an official listing on a securities exchange or for trading on another regulated market as specified above under (b) and (c);
 - they are admitted there for official trading within one year upon issue; and/or
- (e) Shares of UCITS admitted pursuant to the UCITS Directive and/or other undertakings for collective investment in transferable securities within the meaning of article 1 paragraph 2 letters a) and b) of the UCITS Directive having their registered office in an EU member state or a third state, provided that:
 - such other undertakings for collective investment have been admitted based on legal provisions that subject them to a supervisory authority which is considered by the Luxembourg CSSF as equally suitable by EU standards, and that the cooperation of the relevant authorities is sufficiently ensured;
 - the level of protection for Shareholders of the other undertakings for collective investment is equivalent to the level of protection of an UCITS and that especially the regulations concerning the separate custody of the special assets, borrowing, lending and short selling of securities and money market instruments are considered as equivalent to the provisions of the UCITS Directive;
 - the business activities of the other undertakings for collective investment are specified in Semi-annual and Annual Reports, which enable a judgement to be formed as regards the assets and liabilities, the income and the transactions within the reporting period;
 - the UCITS or the other undertakings for collective investment, the shares of which are to be purchased, are authorised in compliance with their respective Articles of

Incorporation to invest a total of 10% of their special assets in other UCITS or undertakings for collective investment; and/or

- (f) sight deposits or callable deposits with a maturity not exceeding 12 months with credit institutes, if such credit institution has its registered office in an EU member state, or - if the credit institution's registered office is in a third state - if such institute is subject to supervisory provisions that the CSSF considers as equivalent to EU standards; and/or
- (g) derivative financial instruments (derivatives), including equivalent instruments which are settled in cash and traded on a regulated market specified under letters (a), (b) and (c) , and/or derivative financial instruments not traded on a securities exchange (OTC derivatives) provided that:
 - the underlying assets are instruments within the meaning of article 41, paragraph 1 of the 2010 Law, or financial indices, interest rates, exchange rates or currencies, in which the UCITS is allowed to invest pursuant to the investment targets specified in its Articles of Incorporation;
 - the counterparties to the transactions with OTC derivatives are institutes subject to a supervisory authority of such category as authorised by the CSSF;
 - and the OTC derivatives are subject to a reliable and verifiable daily valuation and can be sold, liquidated or sold off by a counter-deal at the appropriate market value at any time upon the initiative of the UCITS; and/or
- (h) money market instruments not traded on a regulated market and within the definition of article 1 of the current law, if the issue or the issuer of such instruments is already subject to provisions regarding the protection of deposits and investors, and provided that they have been:
 - issued or guaranteed by a centralised governmental, regional or local corporate body or the central bank of a member state, the European Central Bank, the EU or the European Investment Bank, a third state, or, if it is a federal state, a member state of the federation, or by an international public body comprising at least one member state; or
 - issued by a company whose securities are traded on a regulated market specified under letters (a), (b) and (c); or
 - issued or guaranteed by an institution that is subject to a supervisory authority pursuant to the criteria defined by Community law, or by an institution that is subject to and complies with supervisory provisions that are considered by the CSSF to be at least as strict as those laid down in Community law; or
 - issued by other issuers belonging to a category approved by the Luxembourg supervisory authority, provided that the investments in such instruments are subject to investor protection equivalent to that laid down in the first, second and third indent and provided the issuer is either a company whose capital and reserves amount to at least EUR 10 million and which presents and publishes its annual accounts in accordance with Directive 78/660/EEC or is an entity which, within a group of companies that includes one or more listed companies, is responsible for the financing of the group, or is an entity that is responsible for the financing of securitisation vehicles which benefit from a banking liquidity line.

17.2 Moreover, the Company may execute the transactions specified below for each Sub-fund.

- (a) The Company may invest up to 10% of a Sub-fund's net assets in securities other than those described under 17.1.
- (b) The Company may hold for any Sub-fund liquid assets and other instruments related to liquid assets (including money market instruments which are traded regularly, their residual terms not exceeding 12 months) amounting to up to 40% of such Sub-fund's net assets.
- (c) The investment in money market instruments is limited to the extent that such money market instruments comply with the requirements specified under item 17.1(h).
- (d) The Company may borrow money amounting to up to 10% of any Sub-fund's net assets for a limited period of time.
- (e) The Company may acquire foreign currencies via a back-to-back loan.
- (f) The Company may acquire shares of other undertakings for collective investment in transferable securities (UCITS) and/or other undertakings for collective investments (UCI) pursuant to the following investment restrictions:
 - (i) The Company may acquire shares of other UCITS and/or other UCI within the meaning of item 17.1(e) provided that such investment in one and the same UCITS and/or other UCI does not exceed 20% of the Sub-fund's net assets.
 - (ii) Investments in shares of UCI other than UCITS may not exceed a total of 30% of such UCITS' net assets.

The above restrictions shall not apply to feeder sub-funds as defined in section 17.6.

17.3 Moreover, the Company shall comply, regarding any of its Sub-funds, with the following investment restrictions:

- (a) The Company is not allowed to invest its assets in securities or money market instruments of one and the same issuer if the investment restrictions specified below are exceeded:
 - (i) The Company must not invest more than 10% of any Sub-fund's net assets in securities or money market instruments of one and the same issuer. Moreover, the Company must not invest more than 20% of any Sub-fund's net assets in deposits with one and the same institution. The Fund's risk exposure to a counterparty in an OTC derivative transaction may not exceed:
 - (A) 10% of any Sub-fund's net assets if the other party is a credit institution according to the meaning of article 41 section 1 letter f) of the 2010 Law;
 - (B) otherwise 5% of any Sub-fund's net assets
 - (ii) The aggregate value of securities and money market instruments of issuers in whose securities and instruments the Company invests more than 5% of any Sub-fund's net assets must not exceed 40% of the net assets of the relevant Sub-fund. Such restriction does not apply to deposits and transactions involving OTC derivatives with credit institutions subject to prudential supervision.

Notwithstanding the individual limit of item (i) the Company must not invest more than 20% of any Sub-fund's net assets in one and the same institution comprising:

- (A) Transferable securities or money market instruments issued by a single institution; and/or
 - (B) Deposits with a single institution, and/or
 - (C) OTC derivatives purchased from a single institution.
- (iii) The limit specified above under item (i) sentence 1 can be extended to a maximum of 35% in the case of securities or money market instruments issued or guaranteed by a member state of the EU and its local authorities, by a third state or by international public bodies involving at least one EU member state.
- (iv) The limit specified above under item (i) sentence 1 can be extended to a maximum of 25% in the case of certain debt obligations issued by a credit institution with its registered office in an EU member state, if such institution is subject to a special prudential supervision based on legal provisions for the protection of the holders of such debt obligations. In particular, the proceeds from the issue of such debt obligations must be invested - pursuant to legal provisions - in assets which sufficiently cover the liabilities resulting therefrom for the whole term of such debt obligations and which would be used in the first instance to repay the principal and the interest payments in the event of the issuer being wound up. Should the Company invest more than 5% of any Sub-fund's net assets in such debt obligations of one and the same issuer, the total of such investments must not exceed 40% of the Sub-fund's net asset value.

The securities and money market instruments specified above under items (iii) and (iv) are included in the calculation of the investment limit of 40% pursuant to items (iii) above.

The investment limits specified in items (i), (ii), (iii) and (iv) must not be accumulated; therefore investments in securities or money market instruments of one and the same issuer, or deposits or derivatives with/of such issuer within the meaning of items (i), (ii), (iii) and (iv) must on no account exceed 35% of any Sub-fund's net assets.

Companies which are part of the same group regarding the preparation of consolidated Annual Reports within the meaning of Directive 83/349/EEC or pursuant to generally acknowledged international accounting standards must be considered as one single issuer for the purposes of calculating the investment limits specified in this article.

One fund may invest a total of 20% of its net assets in securities and money market instruments of one and the same group of companies.

Pursuant to article 181(1) of the 2010 Law, any Sub-fund of an umbrella fund must be regarded individually as one single issuer, provided that the principle of separation of obligations of the various Sub-funds via third parties is guaranteed.

Notwithstanding the investment limits specified above under items (i), (ii) and (iii), the Company shall be entitled to invest - based on the principle of risk diversification - up to 40% of any Sub-fund's assets in securities and money market instruments issued or guaranteed by a member state of the EU or its local authorities, by another member

state of the Organisation for Economic Cooperation and Development (OECD) or by international public bodies including one or several EU member state(s), provided such securities comprise at least six different issues and the assets of one and the same issue do not exceed 30% of the relevant Sub-fund's assets.

- (b) For all Sub-funds combined, the Company may not purchase more than 10% of the debt obligations issued by one and the same issuer.
- (c) For all Sub-funds combined, the Company may not purchase more than 25% of the shares issued by one and the same UCITS and/or other UCI.
- (d) For all Sub-funds combined, the Company may not purchase more than 10% of the money market instruments issued by one and the same issuer.

The investment limits specified above under letters (b), (c) and (d) do not have to be applied at the time of purchase if the gross amount of the debt obligations or the money market instruments or the net amount of the Shares issued cannot be calculated at the time of the purchase.

The above investment limits specified under items (b), (c) and (d) shall not apply to:

- (A) securities and money market instruments issued or guaranteed by an EU member state or its local authorities;
 - (B) securities and money market instruments issued or guaranteed by a state that is not an EU member state;
 - (C) securities and money market instruments issued by an international public body that comprises one or several EU member state(s);
 - (D) shares of a company in a state that is not an EU member state ("third state"), provided such company invests its assets mainly in the assets of issuers based in such state and if such participation is the only possible way to invest in assets of the relevant issuer of such state, due to the state's legal provisions. The above stipulation shall, however, only apply if the company in the third state complies with the investment limits laid down in items 17.2(e), (a)(i) to (a)(iv), (b), (c) and (d). In the event of the investment limits specified in items (a)(i) to (a)(iv) and 17.2(e) being exceeded, paragraph (I) shall apply accordingly;
 - (E) shares of the equity capital of subsidiaries held by one investment company or several investment companies, if such subsidiary - in the state of its registered office - performs only and exclusively for such investment company/companies certain administration, advisory or distribution services regarding the repurchase of shares upon application of the Shareholders.
- (e) The Company is not allowed to invest in commodities or precious metals or in certificates thereof; currency transactions including the corresponding futures and options are not considered as commodity trade within the meaning of this investment restriction.
 - (f) The Company shall not make investments involving an unlimited liability of the investor.
 - (g) The Company is not allowed to short sell securities or to deal otherwise in instruments it does not own.

- (h) The Company shall not purchase real property unless this is indispensable for its immediate business activities.
- (i) The Company shall not use its assets for firm commitment underwritings.
- (j) The Company shall not issue options or other subscription rights on its Shares.
- (k) Notwithstanding the admissibility of purchasing bonds and other securitised receivables, as well as the ownership of bank securities accounts, the Company is not allowed to provide loans or guarantees to third parties. However, the Company may invest up to 10% of each Sub-fund's net assets in securities that have not been fully paid up.
- (l) The Company may exceed the above investment restrictions in the scope of exercising subscription rights to the extent that such rights result from the securities comprising the Company's assets. Should the Company exceed the investment restrictions involuntarily or by exercising subscription rights, it shall primarily try to remedy this situation in the Shareholders' interests within the scope of its selling transactions.

17.4 Risk management procedure

The Company shall apply a risk management procedure that enables it to monitor and measure at all times the risks related to the investment positions and their corresponding share of the investment portfolio's total risk profile. The Company shall also apply a procedure to ensure that the value of the OTC derivatives can be calculated precisely and independently. For each of its UCITS, the Company must report to the relevant authorities, pursuant to their specified procedures, the types of derivatives in the portfolio, the risks related to the corresponding underlying, the investment restrictions and the methods used for calculating the risks related to derivative transactions.

In this regard the Company shall apply the procedures described in Circular 11/512 of the CSSF of 30 May 2011, as set out in the respective Special Sections.

17.5 Use of techniques and instruments for efficient portfolio management

In accordance with CSSF Circular 08/356, the Company may use techniques and instruments relating to securities and money market instruments for the purposes of efficient portfolio management of a Sub-fund, insofar as these (i) are economically appropriate and cost efficient, (ii) are intended to generate additional returns in keeping with the risk profile of the respective Sub-fund and the risk diversification provisions contained in this prospectus and/or (iii) are used to achieve a reduction in risks or costs and (iv) the associated risks are adequately covered by the risk management procedure of the respective Sub-fund.

(a) General conditions for the use of techniques and instruments

The use of techniques and instruments may in no way cause a Sub-fund to deviate from its investment objectives and investment restrictions as laid out in this Full Prospectus or be exposed to any additional risk exceeding that described in this Full Prospectus and which, in particular, has an adverse impact on the ability to carry out redemption orders.

Only first-class financial institutions may act as counterparties for the Company when using techniques and instruments for a Sub-fund of the Company.

The respective techniques and instruments used during the reference period must be disclosed in the Company's Semi-annual and Annual Reports such that the overall value of the transactions and/or

total value of the resulting open positions is clearly shown in relation to the respective Sub-fund portfolios.

These techniques and instruments may include (i) options on securities and futures and also, among others, (ii) securities lending and securities repurchase transactions (*opérations à réméré, opérations de prise/mise en pension*) as described below.

(b) Options on securities and futures:

(i) The following applies to the functioning and risks of **options**:

An option is the right to buy (call option) or sell (put option) a certain asset at a predetermined price (strike price) on a predetermined date (exercise date). The price of a call or put option is known as the option “premium”. Buying and selling options is associated with particular risks. The premium paid for a purchased call or put option may be lost if the price of the underlying security of the option does not perform as expected and if it is therefore not in the interest of the holder to exercise the option. When selling a call option, there is a risk that the holder may no longer participate in a potentially substantial price increase of the security or may be forced to cover its position under unfavourable market conditions if the option is exercised. When selling a put option there is a risk that the holder could be obliged to buy the underlying securities at the strike price, despite the market value of these securities being considerably lower when the option is exercised. The leverage effect of options can mean that the impact on the value of a fund’s assets is much greater than if the securities had been purchased directly.

(ii) The following applies to the functioning and risks of **financial futures**:

Financial futures are mutual contracts authorising or requiring the parties to the contract to receive or deliver a particular asset at a predetermined time and at a predetermined price. This implies considerable opportunities and also risks, as only a fraction of the total contract volume (margin) must be paid immediately. Any price volatility referred to the margin may result in substantial profits or losses.

The Company reserves the right to establish additional investment restrictions at any time, provided that they are indispensable for compliance with laws and regulations of certain states in which the Company’s Shares are offered and sold.

(c) Securities lending

(i) The Company may lend securities from its portfolio to a counterparty for a standard market fee for a given period. Following this period, the counterparty is obliged to return securities of the same type and value to the Company (securities lending).

(ii) The Company may lend securities to a counterparty itself or as part of a standardised lending system organised by a recognised clearing system or a first-class financial institution.

(d) Securities repurchase transactions

The Company may enter into securities repurchase transactions as defined below:

(i) as the borrower or “repo seller” in which case the Company sells securities from its portfolio with either a repurchase option or a repurchase obligation.

- (ii) as the lender or “repo buyer”, in which case the Company purchases securities and the counterparty has a repurchase option or a repurchase obligation on condition that the securities are one of the types listed below:
 - (A) short-term bank certificates or money market instruments as defined in the 2010 Law;
 - (B) bonds issued or guaranteed by OECD member states or by their local authorities or by supranational institutions or organisations with regional, EEA or worldwide scope;
 - (C) shares or units in money market funds with daily calculation of net asset value and with a rating of AAA or equivalent;
 - (D) bonds issued by non-governmental issuers which have adequate liquidity;
 - (E) units which are listed or traded on an exchange or a regulated market of an EU member state, provided these securities are represented in an important index.

During the period over which the repurchase agreement runs, and until such time as the counterparty has exercised the option or the deadline for the repurchase has expired, the Company may not sell the securities underlying the loan unless it is able to hedge these positions in another way. During the term of a reverse repurchase agreement, the Company may not pledge or assign the securities as collateral, unless it is able to hedge these positions in another way.

(e) Limiting counterparty risk and maintaining suitable collateral

Please refer to the provisions above for details on counterparty risk.

The Company may also obtain collateral in order to reduce the counterparty risk for sales with a right of repurchase and/or reverse repurchase transactions and repurchase transactions. In cases where such collateral is obtained, the Company shall adhere to the legal provisions in respect of such collateral, in particular Circular 08/356.

The following provisions also apply to securities lending transactions:

- (i) For each securities lending transaction, the respective collateral must equal at least 90% of the total value (including interest, dividends or any other rights) of the securities lent.
- (ii) The net risks (i.e. risks of a UCITS minus the collateral received) to which the Company is exposed vis a vis a counterparty as a result of securities lending or securities repurchase transactions for the purchase or sale of securities must be included within the 20% investment limit stipulated in item 17.3(a)(ii).
- (iii) Prior to or at the point of transfer of the securities to be lent, the Company must have received the collateral from the borrower or an intermediary acting on its own account. Provided the intermediary operates under a lending system as defined under letters (c)(ii), the securities may be transferred prior to the receipt of the collateral on condition that the intermediary provides a guarantee that the transfer will be duly concluded.

- (f) Collateral in the form of cash holdings

If the collateral is provided in the form of cash, these cash holdings may be reinvested by the Company in accordance with Circular 08/356.

17.6 Feeder Sub-funds

The Board of Directors may set up Sub-funds in the form of feeder Sub-funds as defined in article 77 (1) of the Law of 2010. If and insofar as a Sub-fund is to be used as a feeder Sub-fund, this Full Prospectus shall be updated accordingly.

18. CALCULATION OF THE NET ASSET VALUE

18.1 Calculation and publication of the Net Asset Value per Share

The Net Asset Value per Share is calculated separately for each Sub-fund under the responsibility of the Central Administration Agent, Registrar and Transfer Agent and in the corresponding Sub-fund's currency (the "base currency" of the Sub-fund).

The net asset value of an accumulating or distributing Share of a Sub-fund corresponds to the amount resulting from the division of such net assets applicable to the total of the accumulating or distributing Shares by the total number of such Sub-fund's accumulating or distributing Shares issued and outstanding.

A Sub-fund's net asset value per Share is calculated on each Banking Day in Luxembourg ("valuation day"), based on the last known closing prices of the Banking Day published by the relevant stock exchanges, and considering the value of the assets held by the Company pursuant to article 11 of the Articles of Incorporation.

For any Sub-fund of the Company, the latest net asset value per Share and the issue, redemption and conversion price of the Shares can be obtained from the Company's registered office during business hours or from a website as determined by the Company.

18.2 Temporary suspension of the calculation of the Net Asset Value per Share, as well as of the issuing, redemption and conversion of Shares

The Company may suspend the calculation of the net asset value, the issue, redemption and conversion of Shares of any Sub-fund to the extent that this complies with the provisions of article 12 of the Articles of Incorporation.

The information regarding such suspension and termination thereof shall be published in the "Luxemburger Wort" and in any other newspaper to be determined by the Board of Directors. Shareholders who have applied for the subscription, redemption or conversion of Shares and are thus affected by the suspension of the calculation of the net asset value shall be informed accordingly by the Company.

19. GENERAL INFORMATION

19.1 The Company

MainFirst (the "Company") is an Investment Company with Variable Capital (société d'investissement à capital variable, SICAV), established on 26 September 2002, as a public limited company under the law of Luxembourg pursuant to the Commercial Companies Act dated 10 August 1915, as amended and supplemented, and the law dated 30 March 1988, on Undertakings for

Collective Investment for an unspecified period of time. The Company's Articles of Incorporation and the Full Prospectus have been amended pursuant to the Law of 20 December 2002 on Undertakings for Collective Investment and also, subsequently, pursuant to the Law of 2010. The Company exercises its activities as a self-managed investment company investing in transferable securities ("SMIC").

It has its registered office at 6, route de Trèves, L-2633 Senningerberg, Luxembourg.

The Company is recorded in the Luxembourg Register of Commerce and Companies under no. B 89 173.

The Articles of Incorporation have been published in the *Mémorial C, Recueil Spécial des Sociétés et Associations* ("Mémorial") dated 24 October 2002. The Company's Articles of Incorporation were last amended pursuant to a notarial deed of 30 April 2009 drawn up by the public notary Hellinckx and published in the "Mémorial" on 31 December 2011.

The Company's Central Administration is located in Luxembourg.

At the time of incorporation, the Company's initial capital amounted to EUR 125,000, represented by two thousand five hundred (2,500) fully paid-in no-par Shares.

The Company's capital was required to have reached a level of EUR 1,250,000 within six months of the Company being approved. It is represented by fully paid-in no-par Shares.

In accordance with the Articles of Incorporation, Shares can be issued as considered by the Board of Directors to various Sub-funds of the Company's assets. The assets of each Sub-fund are established separately and invested according to the relevant Sub-fund's investment objectives. Thus, the Company is established as an umbrella fund, enabling the investor to choose from various investment objectives and to invest in one or several Sub-fund(s) of the Company's assets.

Each Sub-fund has its independent portfolio of securities and legitimate assets managed according to specific investment objectives. Each of the Sub-funds can vary in particular by investment strategy, investment objectives, fund currency or other criteria as mentioned in the respective appendix. Exemption of liability exists among the individual Sub-funds. Shareholder and creditor rights concerning a Sub-fund or rights regarding the inception, custody or the liquidation of a Sub-fund only refer to the assets of this Sub-fund.

The assets of a Sub-fund are only liable up to the sum of the shareholder's invested assets in this Sub-fund and also liable for the costs associated with the inception, management or liquidation of the Sub-fund. Every Sub-fund is treated as an independent entity with regards to the relationships of Shareholders to one another.

The Sub-fund can issue several Classes whose assets are subject to a mutual investment objective. The Classes differ for instance regarding the fee structure, minimum investment requirements, distribution policy, and compliance of requirements for the Shareholders, denominated currency and other specific criteria. **A specific Class does not hold a separate portfolio of investments. Each Class is therefore also liable for an obligation specifically made in another Class of the Sub-fund, for example from currency hedging when issuing currency hedged Classes. This inclusion may negatively impact the net asset value of the non-hedged Classes.**

Currently, Shares are being issued in the following **MainFirst** Sub-funds:

- **MainFirst – Classic Stock Fund**

- **MainFirst – Avant-garde Stock Fund**
- **MainFirst – Top European Ideas Fund**
- **MainFirst – Germany Fund**
- **MainFirst – Equity Market Neutral Fund**

The Board of Directors shall exclusively issue registered shares in the above Sub-funds.

Upon the inception of new Sub-funds, the Full Prospectus shall be amended as appropriate by providing detailed information regarding the new Sub-funds.

At any time, the Company's capital corresponds to the total of all Sub-funds' net asset values.

19.2 Management

The Board of Directors of the Management Company has appointed Daniel Van Hove and Jörg Becker as Managing Directors with responsibility for all management duties.

(a) Personnel

- (i) **Jörg Becker** was born on 7 December 1976 and is a German national. He has been working at MainFirst Bank AG in "Group Accounting & Controlling" since 2008.

Mr Becker has a degree in business management and is also a trained bank clerk. In parallel with his studies, Mr Becker worked for three years at "Allgemeine Privatkundenbank AG" in Darmstadt and as a working student in the auditing firms Arthur Andersen and Ernst & Young in Frankfurt/Main. After his studies, Mr Becker worked for three years at KPMG AG, again in the auditing section.

Mr Becker has profound knowledge in the fields of preparing single and consolidated financial statements, financial and asset accounting, controlling, cost accounting and management, auditing of private banks, credit institutions, specialised credit institutions, investment companies and investment service providers.

- (ii) **Daniel Van Hove**, CFA, Luxembourg, is managing director and founder of Orionis Management, a Luxembourg based asset management firm and provider of fund administration services.

Prior to founding Orionis Management, Mr van Hove occupied several senior positions with Kredietrust and worked for, among others, Banque Internationale à Luxembourg (now part of Dexia) and Morgan Guaranty Trust Company (now part of J. P. Morgan Group).

Mr van Hove graduated as an *ingénieur commercial* from the University of Louvain, holds an MBS from the Graduate School of Business, University of Chicago and is a CFA charterholder. He is also an adjunct professor at the John F. Welch College of Business of Sacred Heart University, Luxembourg, MBA program.

(b) Purpose

The two managers are responsible for monitoring the Company's outsourced activities.

This covers the following activities in particular:

- Administration of the Company's assets and Sub-funds that have been outsourced to MainFirst Bank AG with registered office in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main under the Investment Management Agreement of 27 April 2011.
- Central administration agency and registrar and transfer agency outsourced to J. P. Morgan Bank Luxembourg S.A., with registered office at 6, route de Trèves, L-2633 Senningerberg.
- Central distribution, which was outsourced to the Central Distributor MainFirst Bank AG based in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main under the Central Distribution Agreement of 26 September 2002.

19.3 Dissolution and liquidation of the Company

The Company can be dissolved at any time by a resolution of the General Meeting of Shareholders, resulting in an amendment to the Articles of Incorporation.

Should the amount of the Company's capital fall below two thirds of the minimum capital specified in article 5 of the Articles of Incorporation, the Board of Directors shall submit a motion of dissolution of the Company at the General Meeting. The General Meeting shall decide by a simple majority of the Shares present at the Meeting without a specific quorum being required.

Should the amount of the Company's capital fall below one quarter of the minimum capital specified in article 5 of the Articles of Incorporation, the Board of Directors shall submit to the General Meeting a motion of dissolution of the Company. The General Meeting shall reach its decisions without a specific quorum being required, and the decision to dissolve the Company may be taken by the Shareholders representing one quarter of the Shares present at the Meeting.

The meeting must be convened such that the General Meeting can be held within 40 days of it being determined that the net assets have fallen below two thirds or one quarter of the statutory minimum capital.

The liquidation is performed by one or several liquidator(s); these may be natural or legal persons and are appointed - upon approval of the supervisory authority - by the General Meeting, which also decides on their powers and remuneration.

The liquidators shall distribute the net proceeds from the liquidation of each Sub-fund to the Shareholders of the corresponding Sub-fund in relation to the net asset value per Share.

Should the Company be liquidated due to its own decision or to a court ruling, such liquidation shall be performed pursuant to the provisions of the 2002 Law. This law determines the measures to be taken to enable the Shareholders to participate in the payout of the liquidation proceeds. It stipulates that any amount not claimed by Shareholders after conclusion of the liquidation shall be deposited with the Caisse de Consignation. The deposited amounts shall be forfeited unless collected within the statutory limitation period.

19.4 Dissolution, liquidation and merging of Sub-funds

The General Meeting of Shareholders of a Sub-fund may decide to reduce the fund assets by dissolving the Sub-fund concerned and cancelling the Shares of that Sub-fund that have been issued, paying out the value of the Shares to the Shareholders minus realisation costs on the basis of the valuation day on which the decision enters into force. A quorum is not required at the General Meetings of Shareholders of the Sub-funds concerned and decisions shall be adopted with a simple majority of the Shares present or represented at the Meeting.

Following completion of the liquidation of a Sub-fund, the proceeds from liquidation for Shares that have not been handed in are immediately deposited with the *Caisse de Consignation* in Luxembourg .

If for whatsoever reason the total net asset value of a Sub-fund or asset class within a Sub-fund falls below a value or does not reach a value stipulated by the Board of Directors as being the minimum value for the economically efficient management of that Sub-fund or Share class, or in the event of an essential change in the political, economic or monetary environment or in the context of a rationalisation, the Board of Directors may resolve to withdraw all of the Shares of the corresponding Share class(es) at the value (taking into account the actual realisation prices and realisation costs of the investments) on the valuation date or at the time when the corresponding decision enters into force. The Company shall inform holders of the corresponding Share class(es) prior to the forced redemption taking effect, detailing the reasons for the redemption and the procedure to be followed. Subject to any decision to the contrary in the interests of the Shareholders or in order to uphold the equal treatment of all Shareholders, Shareholders of the Sub-fund concerned may apply to have their Shares redeemed or converted free of charge prior to the forced redemption (but taking account of the actual realisation prices and costs of the investments).

19.5 Merger of the Company or of Sub-funds

The Company may participate in crossborder or domestic mergers according to the following rules in the capacity of either a "merging" or a "receiving" UCITS (as defined in article 1 (20) a) to c) of the Law of 2010):

- (a) The Board of Directors is responsible for determining the date on which the merger will enter into force.
- (b) For the purposes of item 19.5:
 - (i) the terms "merger", "merging UCITS" and "receiving UCITS" have the meaning assigned to them pursuant to article 1 (20), a) to c) of the Law of 2010;
 - (ii) the terms "shareholder" (*Anteilinhaber*) or "share" (*Anteil*) also include, in certain circumstances, the Shareholders or shares of the Company or another UCITS;
 - (iii) the term "UCITS" also refers to a Sub-fund of a UCITS; and
 - (iv) the term "Company" also refers to a Sub-fund of the Company.
- (c) If the Company is the subject of a merger with another UCITS in the capacity of either a merging or receiving UCITS, the following general rules should be adhered to:
 - (i) The Company shall provide its Shareholders with appropriate and precise information (particularly the details prescribed in article 72(3), a) to e)) on the planned merger to enable the Shareholders to form a sound judgement on the effects of the plan on their investment and to be able to effectively exercise their rights as described in more detail under items (ii) and (iii). This information shall only be provided to Shareholders following approval of the merger by the CSSF and at least thirty days prior to the final deadline for applying for Shares to be redeemed or paid out (or converted where applicable) free of charge.
 - (ii) The decision by the Board of Directors to merge shall be subject to approval by the General Meeting, which shall vote on the basis of a simple majority of the votes present or represented at the Meeting. In the case of a merger leading to the dissolution of the Company, the resolution of the General Meeting must be recorded

by notarial deed and must also be supported by a majority of votes and have the quorum as stipulated for an amendment to the Articles of Incorporation. Where the approval of the General Meeting is required, only the consent of the General Meeting of Shareholders of the Sub-fund concerned is needed.

- (iii) The Company's Shareholders have the right to request that their Shares be resold or redeemed without any further costs other than those retained by the Company to cover its costs of dissolving the Company. This right shall take effect as of the date on which the Shareholders in the merging UCITS and the Shareholders in the receiving UCITS are informed of the planned merger in accordance with item (i) and expire five working days before the date on which the conversion ratio is calculated pursuant to item (vi).
 - (iv) The Board of Directors may, without any impact on the rights described in item (iii) and in deviation from the provisions of article 11(2) and article 28 paragraph (1), item b) of the Law of 2010, suspend the subscription, redemption or disbursement of shares for as long as such a suspension is justified in order to protect the Shareholders.
 - (v) The Company and the other UCITS must draw up a common merger plan that corresponds to the content requirements of Article 69 paragraph (1) of the Law of 2010.
 - (vi) The merger plan must set out a date on which the merger will take effect and the date for the calculation of the ratio for the exchange of Shares in the merging UCITS for Shares in the receiving UCITS and, where applicable, for stipulating the relevant net holding for cash payments.
 - (vii) The Fund's Custodian Bank must verify the details described in article 69 paragraph (1), items a), f) and g) of the Law of 2010.
- (d) If the Company is the merging UCITS, the following special rules must be adhered to:
- (i) The Company shall commission its auditor with the task of verifying the following details:
 - (A) the agreed criteria for the valuation of the assets and, where applicable, the liabilities at the time of calculating the conversion ratio pursuant to section (c)(vi);
 - (B) where applicable, the cash payment per share; and
 - (C) the method for calculation of the conversion ratio and the actual conversion ratio at the time of calculating the ratio pursuant to section (c)(vi).
 - (ii) Upon request, the Shareholders in the Company and the Shareholders of the receiving UCITS, as well as the responsible supervisory authorities, shall be provided with a copy of the auditor's report free of charge.
- (e) If the Company is the receiving UCITS, the following special rules must be adhered to:
- (i) Whilst adhering to the principle of risk diversification, the Company may for a period of six (6) months after the date on which the merger takes effect deviate from the provisions of articles 43, 44, 45 and 46 of the 2010 Law.

- (ii) The Company shall confirm to the Custodian Bank in writing that the transfer of the assets and, where applicable, liabilities of the merging UCITS has been concluded.
- (iii) The Company shall take the requisite measures to ensure that details of the merger are published as required and that the CSSF and all other authorities concerned are duly informed.

19.6 Available documents

Copies of the documents specified below can be inspected at the Company's registered office at 6, route de Trèves, L-2633 Senningerberg, or at the registered office of the Central Administration Agent at the same address on any Banking Day during office hours:

- (i) the Articles of Incorporation (available as a copy);
- (ii) the Custody Agreement;
- (iii) the Administrative Agent, Register and Transfer Agent Agreement;
- (iv) the agreements with the Investment Managers of the respective Sub-funds;
- (v) the Annual and Semi-annual Reports (available as a copy).

MainFirst – Classic Stock Fund

A Sub-Fund of MainFirst, SICAV

Special Section I

December 2011

This Special Section supplements the General Section with respect to the MainFirst – **Classic Stock Fund** (hereinafter “the Sub-fund”) and should only be read in combination with the General Section.

MAINFIRST – CLASSIC STOCK FUND (SPECIAL SECTION I)

ISIN code:	LU0152754726 (A shares) LU0279295249 (B shares) LU0152755707 (C shares) LU0719478231 (D shares)
Base currency:	Euro (EUR)
Initial subscription price for a D share	EUR 30
Minimum subscription and minimum holding amount:	EUR 2,500 (A shares) EUR 2,500 (B shares) EUR 500,000 (C shares) EUR 500,000 (D shares)
Front load fee	up to 5% of the Net Asset Value of the Share
Fractions:	Fractions: up to 1/1000 of a Share
Classes:	Share Class A intended for public sale, no distributions; Share Class B intended for public sale, with distributions; Share Class C intended for institutional investors as defined in article 174 of the Law of 2010, no distributions; Share Class D intended for institutional investors as defined in article 174 of the Law of 2010, with distributions;
Dividend:	Distribution for B and D Shares once per year on 15 May (if the distribution date is a bank holiday, distributions will be made on the following Banking Day).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

The Sub-fund seeks to achieve long-term capital growth in line with a reasonable risk diversification by investing primarily in shares and other equity-related securities of companies all over the world.

The investment focus is such that at least 75% of the Sub-fund's assets (excluding cash and cash equivalents) is invested in shares and other equity-related securities of companies that are based in the eurozone, conduct most of their business in the eurozone or are holding companies, the majority of whose associated companies have their registered offices in a eurozone country. Depending on the actual situation, the investment focus may be on large-cap companies or also on small and mid caps.

Up to 25% of the Sub-fund's assets may be invested in: Shares of companies all over the world that do not meet the requirements of the preceding paragraph as well as bonds, convertible bonds and warrant bonds, whose warrants are issued on securities of companies worldwide that are denominated in a freely convertible currency.

Notwithstanding the desired risk diversification, the Sub-fund's assets may temporarily be concentrated on certain countries and sectors.

The Sub-fund may hold a higher allocation of liquid assets on a temporary basis.

Other than specified in item 17.1(e) of the investment restrictions of the General Section of the Full Prospectus, the Sub-fund shall not buy shares of funds (UCITS and/or UCI), irrespective of their legal form.

2. RISK PROFILE AND RISK MANAGEMENT

2.1 General risk factors

In line with its investment focus, the Sub-fund is primarily exposed to the risk of fluctuating share prices in the eurozone.

These shares are not shares in companies from emerging markets, which are associated with a higher level of price risk.

There is also no currency risk for investors based in the eurozone.

If the Sub-fund invests in companies with a small or medium level of market capitalisation, the following risks should be borne in mind, however:

- (a) Investments in the stocks of smaller and less well-known companies involve greater risks and the possibility of greater price volatility than investments in larger, more mature and better known companies.
- (b) The reasons for the greater likelihood of price volatility in the case of investments in smaller companies is due, for example, to the uncertain growth prospects of smaller companies and their greater susceptibility to changes in the market. For example, the business risk associated with small and limited product lines, markets, distribution channels, capital resources and corporate resources is greater.

The value of a warrant bond is determined firstly by the bond component and secondly by the underlying of the option right until the option expires. The latter may develop in a way not in line with the expectations when the warrant bond was purchased. The price of the bond component may go down, resulting in a corresponding drop in the price of the warrant bond. Thus, warrant bonds tend to be more risky and their prices more volatile than the prices of “usual” bonds of issuers of the same quality. Additionally, a higher level of volatility must be expected with these securities.

Even when the Company does everything within its power to achieve the investment target, no guarantee can be given that it will be achieved. Correspondingly, the net asset value of the Shares in the Sub-fund can rise or fall.

2.2 Risk profile

The following risk classifications apply to investors who are resident in the eurozone:

Risk class 1: Money market funds and money market-related funds with at least two thirds of their assets invested in EUR.

Risk class 2: International bond funds comprising bonds with first-class credit ratings with at least two thirds of their assets invested in EUR, other money market-related funds and open-ended real estate funds.

Risk class 3: International bond funds comprising bonds with a good to medium credit rating with currency risks, equity funds that minimise their price risk by using derivative instruments.

Risk class 4: Equity funds with a global investment universe with at least two thirds of their assets invested in the eurozone.

Risk class 5: Equity funds with a global investment universe with currency risks.

Risk class 6: Equity funds with an emerging markets investment universe, with specific country and currency risks.

The Sub-Fund corresponds to **Risk class 4**.

2.3 Investor profile

The Sub-Fund is recommended for risk-aware investors who do not need the invested capital in the long term.

2.4 Risk management

The Sub-Fund shall apply the absolute Value-at-Risk (VaR) method in order to determine the risk associated with its investments.

The total risk of the Sub-fund may not exceed 20% of the Sub-fund's net asset value.

Leverage of the Sub-fund's investments, using derivative financial instruments where applicable, is not expected to exceed 100% of the nominal value of these investments. Individual cases may, however, arise, in which this limit is exceeded. This limit is calculated from the total of all nominal values of the derivative financial instruments used by the Sub-fund.

3. INVESTMENT MANAGER

The Company has appointed MainFirst Bank AG as Investment Manager for the Sub-fund. This decision is based on the Agreement of 27 April 2011, as updated on 31 December 2011.

MainFirst Bank AG is a public limited company under German law. It was incorporated on 16 August 2001 and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. The then German Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen, BAKred, now the Bundesanstalt für Finanzdienstleistungen, BAFIN) authorised MainFirst Bank AG by letter dated 4 October 2001 to provide banking services pursuant to Section 1 (1) Sentence 1 Nos. 1 - 5 and 7 - 12 of the German Banking Act (Kreditwesengesetz, KWG) and to provide financial services pursuant to Section 1 (1a) Sentence 2 of the KWG. Its registered office is in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main, Germany. On 31 December 2010 its equity capital amounted to EUR 28,046,268.71.

It gives recommendations under the supervision of the Board of Directors regarding the investment and reinvestment of assets in compliance with the Company's Full Prospectus and the Articles of Incorporation.

The Investment Manager is paid from the flat rate which amounts to up to 1.80% of the net assets p.a. for A and B Shares and up to 1.20% of the net assets p.a. for C and D Shares (refer to item 8 below).

Thus the Manager receives remuneration for rendering the above services in the form of an annual commission which is calculated daily and is payable for each calendar month.

4. ISSUE OF SHARES

Currently, the Company issues distributing and accumulating registered Shares of the Sub-fund at a price based on the net asset value of a Share on the applicable valuation day. Moreover a subscription fee is charged, currently amounting to a maximum of 5.00% of the net asset value per Share.

The minimum investment amount for initial subscriptions is EUR 2,500 for Class A and Class B Shares and EUR 500,000 for Class C and Class D Shares. There is no minimum investment amount for subsequent subscriptions.

The procedural rules stipulated in the General Section shall apply accordingly.

Pursuant to the provisions in the General Section, savings plans may be offered for Classes A and B of this Sub-fund. Subscriptions in the context of a savings plan may take the form of a monthly transfer of at least EUR 40 or a quarterly transfer of at least EUR 120.

The subscription price for each Share must be paid to the Company in the Sub-fund's currency to the account with the Custodian Bank, or to the account of an authorised Paying Agent.

5. REDEMPTION OF SHARES

Every shareholder of the Sub-fund is entitled to demand at any time redemption of all or a portion of the Shares held.

The procedural rules stipulated in the General Section shall apply accordingly.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with any exchange-related costs being charged to the Shareholder. The redemption price of Shares may be higher or lower than the relevant purchase or subscription price.

Should the execution of a redemption order cause the remaining Shares held in the Sub-fund to fall below the minimum investment amount specified for the Sub-fund - i.e. EUR 2,500 for Class A or B Shares and EUR 500,000 for Class C or D Shares -, the Company shall be entitled to repurchase all the Sub-fund's Shares held by the relevant Shareholders.

Redeemed Shares shall be cancelled.

6. CONVERSION OF SHARES

Every shareholder of a Sub-fund may exchange the Shares held wholly or partially for Shares of another Sub-fund. The conversion is performed on the basis of the net asset value on the valuation day resulting from the relevant application of the stipulations regarding the issue of Shares.

7. DIVIDEND POLICY

Pursuant to the Company's Articles of Incorporation and the General Section of this Full Prospectus, the Sub-fund is entitled to issue distributing as well as accumulating Shares upon resolution of the Company's Board of Directors.

8. COSTS

8.1 Flat rate fee and remuneration of Central Administration

The Sub-fund is charged with a flat rate fee which amounts to max. 1.80% of the net assets p.a. for Class A and Class B Shares and to max. 1.20% of the net assets p.a. for Class C and Class D Shares. The Investment Manager and the Distributors - among others - are paid out of this flat rate fee. The applicable flat rate in each case is specified in the periodic reports.

The remuneration for the central administration of the Sub-fund amounts to max. 0.10% p.a. and is calculated on the basis of the daily net asset value. At present, the Administration fee of MainFirst amounts

to 0.06% p.a. of the average net asset value. The Company may also decide to charge a lower fee. The fee for central administration includes the fees for the Domicile, Paying, Accounting and Transfer Agents.

The total remuneration according to the preceding paragraphs is a maximum of 1.90% p.a. of the net assets for Investment Management, Distribution and Custody. The applicable rate of remuneration and the effective costs charged are reported in the Annual and Semi-annual Reports.

8.2 Custodian bank's fee

The Custodian currently receives remuneration of max. 0.07% p.a., calculated on the basis of the net asset value established daily, for the custody and administration of the Sub-fund's assets. The Custodian is free to charge a lower remuneration.

8.3 Performance fee

Additionally, the Company pays a performance fee as an incentive to the Investment Manager, amounting to 15% for Class A, B, C and D Shares of the net value added per Share of the Sub-fund resulting from the ordinary business activity of the Sub-fund.

This performance fee is calculated separately for each Sub-fund using the following formula:

The performance fee amounts to 15% of the positive difference between the percentage change in the net asset value per Share of the respective class and the percentage-based performance in the benchmark index EUROSTOXX TOTAL RETURN INDEX (SXXT) (the performance index) in EUR. It is calculated on the basis of the number of Shares currently in circulation in the respective Share class.

The daily return differential between the percentage change in the net asset value per Share of the respective class and the performance in percentage terms of the benchmark index EUROSTOXX TOTAL RETURN INDEX (SXXT) (the performance index) in EUR is calculated as follows:

Return of the net asset value per Share (if this exceeds the performance in percentage terms of the benchmark index) - return of benchmark index = return differential.

For the calculation of the performance fee, an additional mechanism is applied, which states that this fee can only be levied if the cumulative difference calculated under application of the above mentioned method has reached a new peak value since the launch of the Sub-fund ("high watermark"). The difference between the cumulative old (before withdrawal of the performance fee) and the new peak value is applied.

The performance fee of 15% of the amount by which the performance exceeds the benchmark, adjusted for costs, is paid out to the Sub-fund for Class A, B, C and D Shares at the end of the quarter in each case; the corresponding provisions for this performance fee are included in every calculation of the net asset value of the Sub-fund. These provisions are included in the net asset value. A further performance fee is only applicable if and to the extent that the last high watermark determined upon the quarterly payment of the performance fee is exceeded.

The calculation period for the performance-related fee is quarterly. The basis for the first-time calculation of the performance fee is the total subscription amounts received during the initial subscription period. After the initial subscription period, the performance fee is calculated daily on the basis of the respective net asset value and the applicable return differential in each case.

Should the Company or the Sub-fund be liquidated, the net asset value used is that applicable on the day on which the decision was made to dissolve the Company or the Sub-fund.

8.4 Other costs

In the event that the Sub-fund acquires shares in another Sub-fund of the Company, a UCITS or UCI that is directly or indirectly managed by the same management company, the same Investment Manager or a company with which it is associated by way of joint management or control or direct or indirect investment exceeding 10 % of the capital or the votes ("associated undertakings"), only a reduced flat rate management fee of 0.25% may be charged to the Sub-fund assets and no performance fee may be charged. Additionally, any subscription or redemption charges of the associated companies may not be charged to the Sub-fund. If, however, a Sub-fund invests in shares in a UCITS or UCI that is issued and/or managed by another company, it should be borne in mind that subscription and redemption charges may be calculated for these target funds. The subscription and redemption charges paid by the respective Sub-fund shall be reported in the respective financial report. If a Sub-fund invests in a UCITS or UCI, fees for the administration and management of the target funds as well as the fees incurred in relation to the administration and management of the investing fund will be charged to the fund assets. To this extent, the possibility of fees for fund administration and fund management being charged twice cannot be excluded.

Additionally, as well as the fee charged by the Investment Manager, Custodian Bank and Central Administration, the Company shall be charged for the following costs:

Costs of notifying and registering with all government authorities, auditing costs, costs of printing and distributing the Annual and Semi-annual reports, printing and distribution costs associated with other reports and documentation, as well as fees in conjunction with securities transactions, costs of publishing net asset values, costs of legal advice.

Any taxes and charges relating to the Sub-fund's assets and the securities transactions involving the Sub-fund's assets shall be charged to the Sub-fund.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

To the extent that a liability of the Company cannot be allocated to a particular Sub-fund, the liability shall be allocated to all Sub-funds in proportion to the respective net asset values or by another method as decided by the Board of Directors acting in good faith and to the best of its knowledge. All of the Company's liabilities, regardless of the Sub-Fund to which they are allocated, shall be binding on the Company as a whole in the absence of any statutory provision to the contrary or in the any absence of any arrangement to the contrary entered into with individual creditors.

Costs for the launch, activation and registration of new Sub-funds are exclusively charged to the respective Sub-fund and can be written down over a period of five years after the launch of the respective Sub-fund.

The Board of Directors may waive the costs in full or in part in favour of the Shareholders.

9. TAXES

For general information on taxation, please refer to the General Section of the detailed Full Prospectus.

10. TERM OF THE SUB-FUND

The Sub-Fund has been created for an unspecified period of time.

MainFirst – Avant-garde Stock Fund

A Sub-Fund of MainFirst, SICAV

Special Section II

December 2011

This Special Section supplements the General Section with respect to the MainFirst – **Avant-garde Stock Fund** (hereinafter “the Sub-fund”) and should only be read in combination with the General Section.

MAINFIRST – AVANT-GARDE STOCK FUND (SPECIAL SECTION II)

ISIN code:	LU0187937411 (A shares) LU0279295835 (B shares) LU0187937684 (C shares) LU0719477852 (D shares)
Base currency:	Euro (EUR)
Initial subscription price for a D share	EUR 30
Minimum subscription and minimum holding amount:	EUR 2,500 (A shares) EUR 2,500 (B shares) EUR 500,000 (C shares) EUR 500,000 (D shares)
Front load fee	up to 5% of the Net Asset Value of the Share
Fractions:	up to 1/1000th of a Share
Classes:	Share Class A intended for public sale, no distributions; Share Class B intended for public sale, with distributions; Share Class C intended for institutional investors as defined in article 174 of the Law of 2010, no distributions; Share Class D intended for institutional investors as defined in article 174 of the Law of 2010, with distributions;
Dividend:	Distribution for B and D Shares once per year on 15 May (if the distribution date is a bank holiday, distributions will be made on the following Banking Day).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

The Sub-fund seeks to achieve long-term capital growth in line with a reasonable risk diversification by investing the Sub-fund's assets primarily in shares and other equity-related securities of companies all over the world. The investment focus is such that at least 75% of the Sub-fund's assets (excluding cash and cash equivalents) is invested in shares and other equity-related securities of companies that are based in the eurozone or conduct most of their business in the eurozone. Depending on the actual situation, the investment focus may be on large-cap companies or also on small and mid caps.

Up to 25% of the Sub-fund's assets may be invested in: Shares of companies all over the world that do not meet the above requirements as well as bonds, convertible bonds and warrant bonds whose warrants are issued on securities of companies worldwide that are denominated in a freely convertible currency. Notwithstanding the desired risk diversification, the Sub-fund's assets may temporarily be concentrated on certain countries and sectors.

The Sub-fund may hold a higher allocation of liquid assets on a temporary basis.

Other than specified in item 17.1(e) of the investment restrictions of the General Section of the Full Prospectus, the Sub-fund shall not buy shares of funds (UCITS and/or UCI), irrespective of their legal form.

2. GENERAL RISK FACTORS, RISK CLASSES, INVESTOR PROFILE AND RISK MANAGEMENT

2.1 General risk factors

In line with its investment focus, the Sub-fund is primarily exposed to the risk of fluctuating share prices of European companies.

There is also a currency risk outside the eurozone.

If the Sub-fund invests in European companies with a small or medium level of market capitalisation, the following risks should be borne in mind, however:

- (a) Investments in the stocks of smaller and less well-known companies involve greater risks and the possibility of greater price volatility than investments in larger, more mature and better known companies.
- (b) The reasons for the greater likelihood of price volatility in the case of investments in smaller companies is due, for example, to the uncertain growth prospects of smaller companies and their greater susceptibility to changes in the market. For example, the business risk associated with small and limited product lines, markets, distribution channels, capital resources and corporate resources is greater.

The value of a warrant bond is determined firstly by the bond component and secondly by the underlying of the option right until the option expires. The latter may develop in a way not in line with the expectations when the warrant bond was purchased. The price of the bond component may go down, resulting in a corresponding drop in the price of the warrant bond. Thus, warrant bonds tend to be more risky and their prices more volatile than the prices of “usual” bonds of issuers of the same quality. A higher level of volatility must be expected with these securities.

Even when the Company does everything within its power to achieve the investment target, no guarantee can be given that it will be achieved. Correspondingly, the net asset value of the Shares in the Sub-fund can rise or fall. Investments in this Sub-Fund are intended for long-term investors.

2.2 Risk classes

The following risk classifications apply to investors who are resident in the eurozone:

Risk class 1: Money market funds and money market-related funds with at least two thirds of their assets invested in EUR.

Risk class 2: International bond funds comprising bonds with first-class credit ratings with at least two thirds of their assets invested in EUR, other money market-related funds and open-ended real estate funds.

Risk class 3: International bond funds comprising bonds with a good to medium credit rating with currency risks, equity funds that minimise their price risk by using derivative instruments.

Risk class 4: Equity funds with a global investment universe with at least two thirds of their assets invested in the eurozone.

Risk class 5: Equity funds with a global investment universe with currency risks.

Risk class 6: Equity funds with an emerging markets investment universe, with specific country and currency risks.

The Sub-Fund corresponds to **Risk class 4**.

2.3 Investor profile

The Sub-Fund is suitable for investors who wish to participate in the performance of the equity markets in the Europe. This means that investors are subject to price fluctuations on these markets, with the result that the Sub-Fund is designed for long-term investors with a certain propensity to take risk.

2.4 Risk management

The Sub-Fund shall apply the absolute Value-at-Risk (VaR) method in order to determine the total risk associated with its investments.

The total risk of the Sub-fund may not exceed 20% of the Sub-fund's net asset value.

Leverage of the Sub-fund's investments, using derivative financial instruments where applicable, is not expected to exceed 100% of the nominal value of these investments. Individual cases may, however, arise, in which this limit is exceeded. This limit is calculated from the total of all nominal values of the derivative financial instruments used by the Sub-fund.

3. INVESTMENT MANAGER

The Company has appointed MainFirst Bank AG as Investment Manager for the Sub-fund. This decision is based on the Agreement of 27 April 2011, as updated on 31 December 2011.

MainFirst Bank AG is a public limited company under German law. It was incorporated on 16 August 2001, and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. It was incorporated on 16 August 2001 and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. The then German Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen, BAKred, now the Bundesanstalt für Finanzdienstleistungen, BAFIN) authorised MainFirst Bank AG by letter dated 4 October 2001 to provide banking services pursuant to Section 1 (1) Sentence 1 Nos. 1 - 5 and 7 - 12 of the German Banking Act (Kreditwesengesetz, KWG) and to provide financial services pursuant to Section 1 (1a) Sentence 2 of the KWG. Its registered office is in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main, Germany. On 31 December 2010 its equity capital amounted to EUR 28,046,268.71.

It gives recommendations under the supervision of the Board of Directors regarding the investment and reinvestment of assets in compliance with the Company's Full Prospectus and the Articles of Incorporation.

The Investment Manager is paid from the flat rate which amounts to up to 1.80% of the net assets p.a. for A and B Shares and up to 1.20% of the net assets p.a. for C and D Shares (refer to item 8 below).

Thus the Manager receives remuneration for rendering the above services in the form of an annual commission which is calculated daily and is payable for each calendar month.

4. ISSUE OF SHARES

Currently, the Company issues distributing and accumulating registered Shares of the Sub-fund at a price based on the net asset value of a Share on the applicable valuation day. Moreover a subscription fee is charged, currently amounting to a maximum of 5.00% of the net asset value per Share.

The minimum investment amount for initial subscriptions is EUR 2,500 for Class A and Class B Shares and EUR 500,000 for Class C and Class D Shares. There is no minimum investment amount for subsequent subscriptions.

The procedural rules stipulated in the General Section shall apply accordingly.

Pursuant to the provisions in the General Section, savings plans may be offered for Classes A and B of this Sub-fund. Subscriptions in the context of a savings plan may take the form of a monthly transfer of at least EUR 40 or a quarterly transfer of at least EUR 120.

The subscription price for each Share must be paid in by the Company in the currency of the Sub-fund to the Custodian Bank's account or to the account of an authorised paying agent.

5. REDEMPTION OF SHARES

Every shareholder of the Sub-fund is entitled to demand at any time redemption of all or a portion of the Shares held.

The procedural rules stipulated in the General Section shall apply accordingly.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with any exchange-related costs being charged to the Shareholder. The redemption price of Shares may be higher or lower than the relevant purchase or subscription price.

Should the execution of a redemption order cause the remaining Shares held in the Sub-fund to fall below the minimum investment amount specified for the Sub-fund - i.e. EUR 2,500 for Class A or B Shares and EUR 500,000 for Class C or D Shares -, the Company shall be entitled to repurchase all the Sub-fund's Shares held by the relevant Shareholders.

Redeemed Shares shall be cancelled.

6. CONVERSION OF SHARES

Every shareholder of a Sub-fund may exchange the Shares held wholly or partially for Shares of another Sub-fund. The conversion is performed on the basis of the net asset value on the valuation day resulting from the relevant application of the stipulations regarding the issue of Shares.

7. DIVIDEND POLICY

Pursuant to the Company's Articles of Incorporation and the General Section of this Full Prospectus, the Sub-fund is entitled to issue distributing as well as accumulating Shares upon resolution of the Company's Board of Directors.

8. COSTS

8.1 Flat rate fee and remuneration of Central Administration

The Sub-fund is charged with a flat rate fee which amounts to max. 1.80% of the net assets p.a. for Class A and Class B Shares and to max. 1.20% of the net assets p.a. for Class C and Class D Shares. The Investment Manager and the Distributors - among others - are paid out of this flat rate fee. The applicable flat rate in each case is specified in the periodic reports.

The remuneration for the central administration of the Sub-fund amounts to max. 0.10% p.a. and is calculated on the basis of the daily net asset value. At present, the Administration fee of MainFirst amounts to 0.06% p.a. of the average net asset value. The Company may also decide to charge a lower fee. The fee for central administration includes the fees for the Domicile, Paying, Accounting and Transfer Agents.

The total remuneration according to the preceding paragraphs is a maximum of 1.90% p.a. of the net assets for Investment Management, Distribution and Custody. The applicable rate of remuneration and the effective costs charged are reported in the Annual and Semi-annual Reports.

8.2 Custodian bank's fee

The Custodian currently receives remuneration of max. 0.07% p.a., calculated on the basis of the net asset value established daily, for the custody and administration of the Sub-fund's assets. The Custodian is free to charge a lower remuneration.

8.3 Performance fee

Additionally, the Company pays a performance fee as an incentive to the Investment Manager, amounting to 15% for Class A, B, C and D Shares of the net value added per Share of the Sub-fund resulting from the ordinary business activity of the Sub-fund.

This performance fee is calculated separately for each Sub-fund using the following formula:

The performance fee amounts to 15% of the positive difference between the percentage change in the net asset value per Share of the respective class and the percentage-based change in the benchmark index STOXX 600 EUROPE TOTAL RETURN INDEX (SXXR) (the performance index) in EUR. It is calculated on the basis of the number of Shares currently in circulation in the respective Share class.

The daily return differential between the percentage change in the net asset value per Share of the respective class and the performance in percentage terms of the benchmark index STOXX 600 EUROPE TOTAL RETURN INDEX (SXXR) (the performance index) in EUR is calculated as follows:

Return of the net asset value per Share (if this exceeds the performance in percentage terms of the benchmark index) - return of benchmark index = return differential.

For the calculation of the performance fee, an additional mechanism is applied, which states that this fee can only be levied if the cumulative difference calculated under application of the above mentioned method has reached a new peak value since the launch of the Sub-fund ("high watermark"). The difference between the cumulative old (before withdrawal of the performance fee) and the new peak value is applied.

The performance fee of 15% of the amount by which the performance exceeds the benchmark, adjusted for costs, is paid out to the Sub-fund for Class A, B, C and D Shares at the end of the quarter in each case; the corresponding provisions for this performance fee are included in every calculation of the net asset value of the Sub-fund. These provisions are included in the net asset value. A further performance fee is only applicable if and to the extent that the last high watermark determined upon the quarterly payment of the performance fee is exceeded.

The calculation period for the performance-related fee is quarterly. The basis for the first-time calculation of the performance fee is the total subscription amounts received during the initial subscription period. After the initial subscription period, the performance fee is calculated daily on the basis of the respective net asset value and the applicable return differential in each case.

Should the Company or the Sub-fund be liquidated, the net asset value used is that applicable on the day on which the decision was made to dissolve the Company or the Sub-fund.

8.4 Other costs

In the event that the Sub-fund acquires shares in another Sub-fund of the Company, a UCITS or UCI that is directly or indirectly managed by the same management company, the same Investment Manager or a

company with which it is associated by way of joint management or control or direct or indirect investment exceeding 10% of the capital or the votes ("associated undertakings"), only a reduced flat rate management fee of 0.25% may be charged to the Sub-fund assets and no performance fee may be charged. Additionally, any subscription or redemption charges of the associated companies may not be charged to the Sub-fund. If, however, a Sub-fund invests in shares in a UCITS or UCI that is issued and/or managed by another company, it should be borne in mind that subscription and redemption charges may be calculated for these target funds. The subscription and redemption charges paid by the respective Sub-fund shall be reported in the respective financial report. If a Sub-fund invests in a UCITS or UCI, fees for the administration and management of the target funds as well as the fees incurred in relation to the administration and management of the investing fund will be charged to the fund assets. To this extent, the possibility of fees for fund administration and fund management being charged twice cannot be excluded.

Additionally, as well as the fee charged by the Investment Manager, Custodian Bank and Central Administration, the Company shall be charged for the following costs:

Costs of notifying and registering with all government authorities, auditing costs, costs of printing and distributing the Annual and Semi-annual reports, printing and distribution costs associated with other reports and documentation, as well as fees in conjunction with securities transactions, costs of publishing net asset values, costs of legal advice.

Any taxes and charges relating to the Sub-fund's assets and the securities transactions involving the Sub-fund's assets shall be charged to the Sub-fund.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

To the extent that a liability of the Company cannot be allocated to a particular Sub-fund, the liability shall be allocated to all Sub-funds in proportion to the respective net asset values or by another method as decided by the Board of Directors acting in good faith and to the best of its knowledge. All of the Company's liabilities, regardless of the Sub-Fund to which they are allocated, shall be binding on the Company as a whole in the absence of any statutory provision to the contrary or in the any absence of any arrangement to the contrary entered into with individual creditors.

Costs for the launch, activation and registration of new Sub-funds are exclusively charged to the respective Sub-fund and can be written down over a period of five years after the launch of the respective Sub-fund.

The Board of Directors may waive the costs in full or in part in favour of the Shareholders.

9. TAXES

For general information on taxation, please refer to the General Section of the detailed Full Prospectus.

10. TERM OF THE SUB-FUND

The Sub-Fund has been created for an unspecified period of time.

MainFirst – Top European Ideas Fund

A Sub-Fund of MainFirst, SICAV

Special Section III

December 2011

This Special Section supplements the General Section with respect to the MainFirst – **Top European Ideas Fund** (hereinafter “the Sub-fund”) and should only be read in combination with the General Section.

MAINFIRST – TOP EUROPEAN IDEAS (SPECIAL SECTION III)

ISIN code:	LU0308864023 (A shares) LU0308864296 (B shares) LU0308864965 (C shares) LU0719477936 (D shares)
Base currency:	Euro (EUR)
Initial subscription price for a D Share	EUR 30
Minimum subscription and minimum holding amount:	EUR 2,500 (A shares) EUR 2,500 (B shares) EUR 500,000 (C shares) EUR 500,000 (D shares)
Front load fee:	up to 5% of the Net Asset Value of the Share
Fractions:	up to 1/1000th of a Share
Classes:	Share Class A intended for public sale, no distributions; Share Class B intended for public sale, with distributions; Share Class C intended for institutional investors as defined in article 174 of the Law of 2010, no distributions; Share Class D intended for institutional investors as defined in article 174 of the Law of 2010, with distributions;
Dividend:	Distribution for B and D Shares once per year on 15 May (if the distribution date is a bank holiday, distributions will be made on the following Banking Day).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

The investment target of the Sub-fund is to outperform the share index STOXX EUROPE 600 TR (performance index) in EUR. Investments are made in shares and other equity-related securities across the world, although the investment focus lies on European companies. Additionally, occasional investments may be made in emerging markets on the basis of an opportunistic approach. Depending on the actual situation, the investment focus may be on large-cap companies or also on small and mid caps.

The investment focus is such that at least 75% of the Sub-fund's assets (excluding cash and cash equivalents) is invested in shares and other equity-related securities of companies that are based in a member state of the European Union, conduct most of their business in a member state of the European Union or are holding companies, the majority of whose associated companies have their registered offices in a member state of the European Union.

Up to 25% of the Sub-fund's assets may be invested in: Shares of companies all over the world that do not meet the requirements of the preceding paragraph as well as bonds, convertible bonds and warrant bonds whose warrants are issued on securities of companies worldwide that are denominated in a freely convertible currency. Notwithstanding the desired risk diversification, the Sub-fund's assets may temporarily be concentrated on certain countries and sectors.

The Sub-fund may hold a higher allocation of liquid assets on a temporary basis.

Other than specified in item 17.1(e) of the investment restrictions of the General Section of the Full Prospectus, the Sub-fund shall not buy shares of funds (UCITS and/or UCI), irrespective of their legal form.

2. GENERAL RISK FACTORS, RISK CLASSES, INVESTOR PROFILE AND RISK MANAGEMENT

In line with its investment focus, the Sub-fund is primarily exposed to the risk of fluctuating share prices of European companies.

There is also a currency risk outside the eurozone.

If the Sub-fund invests in European companies with a small or medium level of market capitalisation, the following risks should be borne in mind, however:

Investments in the stocks of smaller and less well-known companies involve greater risks and the possibility of greater price volatility than investments in larger, more mature and better known companies.

The reasons for the greater likelihood of price volatility in the case of investments in smaller companies is due, for example, to the uncertain growth prospects of smaller companies and their greater susceptibility to changes in the market. For example, the business risk associated with small and limited product lines, markets, distribution channels, capital resources and corporate resources is greater.

If the Sub-fund were to engage in emerging markets investments, the following risk factors should be taken into account.

The value of a warrant bond is determined firstly by the bond component and secondly by the underlying of the option right until the option expires. The latter may develop in a way not in line with the expectations when the warrant bond was purchased. The price of the bond component may go down, resulting in a corresponding drop in the price of the warrant bond. Thus, warrant bonds tend to be more risky and their prices more volatile than the prices of “usual” bonds of issuers of the same quality. A higher level of volatility must be expected with these securities.

Investments in the emerging markets are very volatile, and payment of interest and dividends or the repayment of capital can be subject to a considerable default risk. Frequent political and social instability and with it a high inflation and interest rate risk in emerging markets result in strong fluctuations in foreign exchange rates and in volatility on the stock exchanges. Potential restrictions on foreign exchange movements and investment by foreign nationals are further risks. There is also a risk associated with the smaller size of many emerging markets, particularly as a result of the limited liquidity. When it comes to selling or liquidating the investment, there is therefore a higher risk of losing some or all of the investment when investing in emerging markets.

Alongside the risk of fluctuating prices in the case of equities, there is a further risk associated with investments in equity-related securities. However, only equity-related securities in the eurozone may be used.

Even when the Company does everything within its power to achieve the investment target, no guarantee can be given that it will be achieved. Correspondingly, the net asset value of the Shares in the Sub-fund can rise or fall.

2.1 Risk classes

The following risk classifications apply to investors who are resident in the eurozone:

Risk class 1: Money market funds and money market-related funds with at least two thirds of their assets invested in EUR.

Risk class 2: International bond funds comprising bonds with first-class credit ratings with at least two thirds of their assets invested in EUR, other money market-related funds and open-ended real estate funds.

Risk class 3: International bond funds comprising bonds with a good to medium credit rating with currency risks, equity funds that minimise their price risk by using derivative instruments.

Risk class 4: Equity funds with a global investment universe with at least two thirds of their assets invested in the eurozone.

Risk class 5: Equity funds with a global investment universe with currency risks.

Risk class 6: Equity funds with an emerging markets investment universe, with specific country and currency risks.

The Sub-Fund corresponds to **Risk class 4**.

2.2 Investor profile

The Sub-Fund is suitable for investors who mainly wish to participate in developments on the equity markets in Europe. This means that investors are subject to price fluctuations on these markets, with the result that the Sub-Fund is designed for long-term investors with a certain propensity to take risk.

2.3 Risk management

The Sub-Fund shall apply the absolute Value-at-Risk (VaR) method in order to determine the risk associated with its investments.

The total risk of the Sub-fund may not exceed 20% of the Sub-fund's net asset value.

Leverage of the Sub-fund's investments, using derivative financial instruments where applicable, is not expected to exceed 100% of the nominal value of these investments. Individual cases may, however, arise, in which this limit is exceeded. This limit is calculated from the total of all nominal values of the derivative financial instruments used by the Sub-fund.

3. INVESTMENT MANAGER

The Company has appointed MainFirst Bank AG as Investment Manager for the Sub-fund. This decision is based on the Agreement of 27 April 2011, as updated on 31 December 2011.

MainFirst Bank AG is a public limited company under German law. It was incorporated on 16 August 2001, and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. It was incorporated on 16 August 2001 and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. The then German Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen, BAKred, now the Bundesanstalt für Finanzdienstleistungen, BAFIN) authorised MainFirst Bank AG by letter dated 4 October 2001 to provide banking services pursuant to Section 1 (1) Sentence 1 Nos. 1 - 5 and 7 - 12 of the German Banking Act (Kreditwesengesetz, KWG) and to provide financial services pursuant to Section 1 (1a) Sentence 2 of the KWG. Its registered office is in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main, Germany. On 31 December 2010 its equity capital amounted to EUR 28,046,268.71.

It gives recommendations under the supervision of the Board of Directors regarding the investment and reinvestment of assets in compliance with the Company's Full Prospectus and the Articles of Incorporation.

The Investment Manager is paid from the flat rate which amounts to up to 1.80% of the net assets p.a. for A and B Shares and up to 1.20% of the net assets p.a. for C and D Shares (refer to item 8 below).

Thus the Manager receives remuneration for rendering the above services in the form of an annual commission which is calculated daily and is payable for each calendar month.

4. ISSUE OF SHARES

Currently, the Company issues distributing and accumulating registered Shares of the Sub-fund at a price based on the net asset value of a Share on the applicable valuation day. Moreover a subscription fee is charged, currently amounting to a maximum of 5 % of the net asset value per Share.

The minimum investment amount for initial subscriptions is EUR 2,500 for Class A and Class B Shares and EUR 500,000 for Class C and Class D Shares. There is no minimum investment amount for subsequent subscriptions.

The procedural rules stipulated in the General Section shall apply accordingly.

Pursuant to the provisions in the General Section, savings plans may be offered for Classes A and B of this Sub-fund. Subscriptions in the context of a savings plan may take the form of a monthly transfer of at least EUR 40 or a quarterly transfer of at least EUR 120.

The subscription price for each Share must be paid to the Company in the Sub-fund's currency to the account with the Custodian Bank, or to the account of an authorised Paying Agent.

5. REDEMPTION OF SHARES

Every shareholder of the Sub-fund is entitled to demand at any time redemption of all or a portion of the Shares held.

The procedural rules stipulated in the General Section shall apply accordingly.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with any exchange-related costs being charged to the Shareholder. The redemption price of Shares may be higher or lower than the relevant purchase or subscription price.

Should the execution of a redemption order cause the remaining Shares held in the Sub-fund to fall below the minimum investment amount specified for the Sub-fund - i.e. EUR 2,500 for Class A or B Shares and EUR 500,000 for Class C or D Shares -, the Company shall be entitled to repurchase all the Sub-fund's Shares held by the relevant Shareholders.

Redeemed Shares shall be cancelled.

6. CONVERSION OF SHARES

Every shareholder of a Sub-fund may exchange the Shares held wholly or partially for Shares of another Sub-fund. The conversion is performed on the basis of the net asset value on the valuation day resulting from the relevant application of the stipulations regarding the issue of Shares.

7. DIVIDEND POLICY

Pursuant to the Company's Articles of Incorporation and the General Section of this Full Prospectus, the Sub-fund is entitled to issue distributing as well as accumulating Shares upon resolution of the Company's Board of Directors.

8. COSTS

8.1 Flat rate fee and remuneration of Central Administration

The Sub-fund is charged with a flat rate fee which amounts to max. 1.80% of the net assets p.a. for Class A and Class B Shares and to max. 1.20% of the net assets p.a. for Class C and Class D Shares. The Investment Manager and the Distributors - among others - are paid out of this flat rate fee. The applicable flat rate in each case is specified in the periodic reports.

The remuneration for the central administration of the Sub-fund amounts to max. 0.10% p.a. and is calculated on the basis of the daily net asset value. At present, the Administration fee of MainFirst amounts to 0.06% p.a. of the average net asset value. The Company may also decide to charge a lower fee. The fee for central administration includes the fees for the Domicile, Paying, Accounting and Transfer Agents.

The total remuneration according to the preceding paragraphs is a maximum of 1.90% p.a. of the net assets for Investment Management, Distribution and Custody. The applicable rate of remuneration and the effective costs charged are reported in the Annual and Semi-annual Reports.

8.2 Custodian bank's fee

The Custodian currently receives remuneration of max. 0.07% p.a., calculated on the basis of the net asset value established daily, for the custody and administration of the Sub-fund's assets. The Custodian is free to charge a lower remuneration.

8.3 Performance fee

Additionally, the Company pays a performance fee as an incentive to the Investment Manager, amounting to 15% for Class A, B, C and D Shares of the net value added per Share of the Sub-fund resulting from the ordinary business activity of the Sub-fund.

This performance fee is calculated separately for each Sub-fund using the following formula:

The performance fee amounts to 15% of the positive difference between the percentage change in the net asset value per Share of the respective class and the percentage-based change in the benchmark index STOXX EUROPE 600 TR (SXXR) (the performance index) in EUR. It is calculated on the basis of the number of Shares currently in circulation in the respective Share class.

The daily return differential between the percentage change in the net asset value per Share of the respective class and the performance in percentage terms of the benchmark index STOXX EUROPE 600 TR (SXXR) (the performance index) in EUR is calculated as follows:

$$\text{Return of the net asset value per Share (if this exceeds the performance in percentage terms of the benchmark index)} - \text{return of benchmark index} = \text{return differential.}$$

For the calculation of the performance fee, an additional mechanism is applied, which states that this fee can only be levied if the cumulative difference calculated under application of the above mentioned method has reached a new peak value since the launch of the Sub-fund ("high watermark"). The difference between the cumulative old (before withdrawal of the performance fee) and the new peak value is applied.

The performance fee of 15% of the amount by which the performance exceeds the benchmark, adjusted for costs, is paid out to the Sub-fund for Class A, B, C and D Shares at the end of the quarter in each case; the corresponding provisions for this performance fee are included in every calculation of the net asset value of the Sub-fund. These provisions are included in the net asset value. A further performance fee is only applicable if and to the extent that the last high watermark determined upon the quarterly payment of the performance fee is exceeded.

The calculation period for the performance-related fee is quarterly. The basis for the first-time calculation of the performance fee is the total subscription amounts received during the initial subscription period. After the initial subscription period, the performance fee is calculated daily on the basis of the respective net asset value and the applicable return differential in each case.

Should the Company or the Sub-fund be liquidated, the net asset value used is that applicable on the day on which the decision was made to dissolve the Company or the Sub-fund.

8.4 Other costs

In the event that the Sub-fund acquires shares in another Sub-fund of the Company, a UCITS or UCI that is directly or indirectly managed by the same management company, the same Investment Manager or a company with which it is associated by way of joint management or control or direct or indirect investment exceeding 10% of the capital or the votes ("associated undertakings"), only a reduced flat rate management fee of 0.25% may be charged to the Sub-fund assets and no performance fee may be charged. Additionally, any subscription or redemption charges of the associated companies may not be charged to the Sub-fund. If, however, a Sub-fund invests in shares in a UCITS or UCI that is issued and/or managed by another company, it should be borne in mind that subscription and redemption charges may be calculated for these target funds. The subscription and redemption charges paid by the respective Sub-fund shall be reported in the respective financial report. If a Sub-fund invests in a UCITS or UCI, fees for the administration and management of the target funds as well as the fees incurred in relation to the administration and management of the investing fund will be charged to the fund assets. To this extent, the possibility of fees for fund administration and fund management being charged twice cannot be excluded.

Additionally, as well as the fee charged by the Investment Manager, Custodian Bank and Central Administration, the Company shall be charged for the following costs:

Costs of notifying and registering with all government authorities, auditing costs, costs of printing and distributing the Annual and Semi-annual reports, printing and distribution costs associated with other reports and documentation, as well as fees in conjunction with securities transactions, costs of publishing net asset values, costs of legal advice.

Any taxes and charges relating to the Sub-fund's assets and the securities transactions involving the Sub-fund's assets shall be charged to the Sub-fund.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

To the extent that a liability of the Company cannot be allocated to a particular Sub-fund, the liability shall be allocated to all Sub-funds in proportion to the respective net asset values or by another method as decided by the Board of Directors acting in good faith and to the best of its knowledge. All of the Company's liabilities, regardless of the Sub-Fund to which they are allocated, shall be binding on the Company as a whole in the absence of any statutory provision to the contrary or in the any absence of any arrangement to the contrary entered into with individual creditors.

Costs for the launch, activation and registration of new Sub-funds are exclusively charged to the respective Sub-fund and can be written down over a period of five years after the launch of the respective Sub-fund.

The Board of Directors may waive the costs in full or in part in favour of the Shareholders.

9. TAXES

For general information on taxation, please refer to the General Section of the detailed Full Prospectus.

10. TERM OF THE SUB-FUND

The Sub-Fund has been created for an unspecified period of time.

MainFirst – Germany Fund

A Sub-Fund of MainFirst, SICAV

Special Section IV

December 2011

This Special Section supplements the General Section with respect to the MainFirst – **Germany Fund** (hereinafter “the Sub-fund”) and should only be read in combination with the General Section.

MAINFIRST – GERMANY FUND (SPECIAL SECTION IV)

ISIN code:	LU0390221256 (A shares) LU0390221686 (B shares) LU0390221926 (C shares) LU0719478157 (D shares)
Base currency:	Euro (EUR)
Initial subscription price for a D Share	EUR 30
Minimum subscription and minimum holding amount:	EUR 2,500 (A shares) EUR 2,500 (B shares) EUR 500,000 (C shares) EUR 500,000 (D shares)
Front load fee:	up to 5% of the Net Asset Value of the Share
Fractions:	up to 1/1000th of a Share
Classes:	Share Class A intended for public sale, no distributions; Share Class B intended for public sale, with distributions; Share Class C intended for institutional investors as defined in article 174 of the Law of 2010, no distributions; Share Class D intended for institutional investors as defined in article 174 of the Law of 2010, with distributions;
Dividend:	Distribution for B and D Shares once per year on 15 May (if the distribution date is a bank holiday, distributions will be made on the following Banking Day).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

The Sub-fund seeks to achieve long-term capital growth in line with a reasonable risk diversification by investing the Sub-fund's assets primarily in shares and other equity-related securities with the focus on Germany, where at least two thirds of the Sub-fund's Assets are invested. Depending on the actual situation, the investment focus may be on large-cap companies or also on small and mid caps.

The investment focus is such that at least 75% of the Sub-fund's assets (excluding cash and cash equivalents) is invested in shares and other equity-related securities of companies that are based in a member state of the European Union, conduct most of their business in a member state of the European Union or are holding companies whose associated companies predominantly have their registered offices in a member state of the European Union.

Up to 25% of the Sub-fund's assets may be invested in: Shares of companies all over the world that do not meet the requirements of the preceding paragraph as well as bonds, convertible bonds and warrant bonds whose warrants are issued on securities of companies worldwide that are denominated in a freely convertible currency. Notwithstanding the desired risk diversification, the Sub-fund's assets may temporarily be concentrated on certain countries and sectors.

The Sub-fund may hold a higher allocation of liquid assets on a temporary basis.

Other than specified in item 17.1(e) of the investment restrictions of the General Section of the Full Prospectus, the Sub-fund shall not buy shares of funds (UCITS and/or UCI), irrespective of their legal form.

2. GENERAL RISK FACTORS, RISK CLASSES, INVESTOR PROFILE AND RISK MANAGEMENT

2.1 General risk factors

In line with its investment focus, the Sub-fund is primarily exposed to the risk of fluctuating share prices of German companies.

There is also a currency risk outside the eurozone.

If the Sub-fund invests in German companies with a small or medium level of market capitalisation, the following risk factors should be borne in mind, however:

- (a) Investments in the stocks of smaller and less well-known companies involve greater risks and the possibility of greater price volatility than investments in larger, more mature and better known companies.
- (b) The reasons for the greater likelihood of price volatility in the case of investments in smaller companies is due, for example, to the uncertain growth prospects of smaller companies and their greater susceptibility to changes in the market. For example, the business risk associated with small and limited product lines, markets, distribution channels, capital resources and corporate resources is greater.

The value of a warrant bond is determined firstly by the bond component and secondly by the underlying of the option right until the option expires. The latter may develop in a way not in line with the expectations when the warrant bond was purchased. The price of the bond component may go down, resulting in a corresponding drop in the price of the warrant bond. Thus, warrant bonds tend to be more risky and their prices more volatile than the prices of “usual” bonds of issuers of the same quality. A higher level of volatility must be expected with these securities.

Even when the Company does everything within its power to achieve the investment target, no guarantee can be given that it will be achieved. Correspondingly, the net asset value of the Shares in the Sub-fund can rise or fall. Investments in this Sub-Fund are intended for long-term investors.

2.2 Risk classes

The following risk classifications apply to investors who are resident in the eurozone:

Risk class 1: Money market funds and money market-related funds with at least two thirds of their assets invested in EUR.

Risk class 2: International bond funds comprising bonds with first-class credit ratings with at least two thirds of their assets invested in EUR, other money market-related funds and open-ended real estate funds.

Risk class 3: International bond funds comprising bonds with a good to medium credit rating with currency risks, equity funds that minimise their price risk by using derivative instruments.

Risk class 4: Equity funds with a global investment universe with at least two thirds of their assets invested in the eurozone.

Risk class 5: Equity funds with a global investment universe with currency risks.

Risk class 6: Equity funds with an emerging markets investment universe, with specific country and currency risks.

The Sub-Fund corresponds to **Risk class 4**.

2.3 Investor profile

The Sub-Fund is suitable for investors who wish to participate in the performance of the equity markets in Germany. This means that investors are subject to price fluctuations on these markets, with the result that the Sub-Fund is designed for long-term investors with a certain propensity to take risk.

2.4 Risk management

The Sub-fund shall use the commitment approach to calculate its total risk exposure. In this way, the company shall ensure that the total risk associated with derivatives does not exceed the total net asset value of the Sub-fund portfolio. **This results in a possible total exposure of the Sub-fund in the amount of up to 200% of its net assets.**

3. INVESTMENT MANAGER

The Company has appointed MainFirst Bank AG as Investment Manager for the Sub-fund. This decision is based on the Agreement of 27 April 2011, as updated on 31 December 2011.

MainFirst Bank AG is a public limited company under German law. It was incorporated on 16 August 2001 and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. The then German Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen, BAKred, now the Bundesanstalt für Finanzdienstleistungen, BAFIN) authorised MainFirst Bank AG by letter dated 4 October 2001 to provide banking services pursuant to Section 1 (1) Sentence 1 Nos. 1 - 5 and 7 - 12 of the German Banking Act (Kreditwesengesetz, KWG) and to provide financial services pursuant to Section 1 (1a) Sentence 2 of the KWG. Its registered office is in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main, Germany. On 31 December 2010 its equity capital amounted to EUR 28,046,268.71.

It gives recommendations under the supervision of the Board of Directors regarding the investment and reinvestment of assets in compliance with the Company's Full Prospectus and the Articles of Incorporation.

The Investment Manager is paid from the flat rate which amounts to up to 1.80% of the net assets p.a. for A and B Shares and up to 1.20% of the net assets p.a. for C and D Shares (refer to item 8 below).

Thus the Manager receives remuneration for rendering the above services in the form of an annual commission which is calculated daily and is payable for each calendar month.

4. ISSUE OF SHARES

Currently, the Company issues distributing and accumulating registered Shares of the Sub-fund at a price based on the net asset value of a Share on the applicable valuation day. Moreover a subscription fee is charged, currently amounting to a maximum of 5 % of the net asset value per Share.

The minimum investment amount for initial subscriptions is EUR 2,500 for Class A and Class B Shares and EUR 500,000 for Class C and Class D Shares. There is no minimum investment amount for subsequent subscriptions.

The procedural rules stipulated in the General Section shall apply accordingly.

Pursuant to the provisions in the General Section, savings plans may be offered for Classes A and B of this Sub-fund. Subscriptions in the context of a savings plan may take the form of a monthly transfer of at least EUR 40 or a quarterly transfer of at least EUR 120.

The subscription price for each Share must be paid to the Company in the Sub-fund's currency to the account with the Custodian Bank, or to the account of an authorised Paying Agent.

5. REDEMPTION OF SHARES

Every shareholder of the Sub-fund is entitled to demand at any time redemption of all or a portion of the Shares held.

The procedural rules stipulated in the General Section shall apply accordingly.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with any exchange-related costs being charged to the Shareholder. The redemption price of Shares may be higher or lower than the relevant purchase or subscription price.

Should the execution of a redemption order cause the remaining Shares held in the Sub-fund to fall below the minimum investment amount specified for the Sub-fund - i.e. EUR 2,500 for Class A or B Shares and EUR 500,000 for Class C or D Shares -, the Company shall be entitled to repurchase all the Sub-fund's Shares held by the relevant Shareholders.

Redeemed Shares shall be cancelled.

6. CONVERSION OF SHARES

Every shareholder of a Sub-fund may exchange the Shares held wholly or partially for Shares of another Sub-fund. The conversion is performed on the basis of the net asset value on the valuation day resulting from the relevant application of the stipulations regarding the issue of Shares.

7. DIVIDEND POLICY

Pursuant to the Company's Articles of Incorporation and the General Section of this Full Prospectus, the Sub-fund is entitled to issue distributing as well as accumulating Shares upon resolution of the Company's Board of Directors.

8. COSTS

8.1 Flat rate fee and remuneration of Central Administration

The Sub-fund is charged with a flat rate fee which amounts to max. 1.80% of the net assets p.a. for Class A and Class B Shares and to max. 1.20% of the net assets p.a. for Class C and Class D Shares. The Investment Manager and the Distributors - among others - are paid out of this flat rate fee. The applicable flat rate in each case is specified in the periodic reports.

The remuneration for the central administration of the Sub-fund amounts to max. 0.10% p.a. and is calculated on the basis of the daily net asset value. At present, the Administration fee of MainFirst amounts to 0.06% p.a. of the average net asset value. The Company may also decide to charge a lower fee. The fee for central administration includes the fees for the Domicile, Paying, Accounting and Transfer Agents.

The total remuneration according to the preceding paragraphs is a maximum of 1.90% p.a. of the net assets for Investment Management, Distribution and Custody. The applicable rate of remuneration and the effective costs charged are reported in the Annual and Semi-annual Reports.

8.2 Custodian bank's fee

The Custodian currently receives remuneration of max. 0.07% p.a., calculated on the basis of the net asset value established daily, for the custody and administration of the Sub-fund's assets. The Custodian is free to charge a lower remuneration.

8.3 Performance fee

Additionally, the Company pays a performance fee as an incentive to the Investment Manager, amounting to 15% for Class A, B, C and D Shares of the net value added per Share of the Sub-fund resulting from the ordinary business activity of the Sub-fund.

This performance fee is calculated separately for each Sub-fund using the following formula:

The performance fee amounts to 15% of the positive difference between the percentage change in the net asset value per Share of the respective class and the percentage development of the H-DAX benchmark index. It is calculated on the basis of the number of Shares currently in circulation in the respective Share class.

The daily return differential between the percentage change in the net asset value per Share of the respective class and the percentage development of the H-DAX benchmark index is calculated as follows:

Return of the net asset value per Share (if this exceeds the performance in percentage terms of the benchmark index) - return of benchmark index = return differential.

For the calculation of the performance fee, an additional mechanism is applied, which states that this fee can only be levied if the cumulative difference calculated under application of the above mentioned method has reached a new peak value since the launch of the Sub-fund ("high watermark"). The difference between the cumulative old (before withdrawal of the performance fee) and the new peak value is applied.

The performance fee of 15% of the amount by which the performance exceeds the benchmark, adjusted for costs, is paid out to the Sub-fund for Class A, B and C Shares at the end of the business year in each case; the corresponding provisions for this performance fee are included in every calculation of the net asset value of the Sub-fund. These provisions are included in the net asset value. A further performance fee is only applicable if and to the extent that the highest high watermark ever determined upon the annual payment of the performance fee is exceeded.

The calculation period for the performance-related fee is quarterly. The basis for the first-time calculation of the performance fee is the total subscription amounts (excluding subscription fee) received during the initial subscription period. After the initial subscription period, the performance fee is calculated daily on the basis of the respective net asset value and the applicable return differential in each case.

Should the Company or the Sub-fund be liquidated, the net asset value used is that applicable on the day on which the decision was made to dissolve the Company or the Sub-fund.

8.4 Other costs

In the event that the Sub-fund acquires shares in another Sub-fund of the Company, a UCITS or UCI that is directly or indirectly managed by the same management company, the same Investment Manager or a company with which it is associated by way of joint management or control or direct or indirect investment

exceeding 10 % of the capital or the votes ("associated undertakings"), only a reduced flat rate management fee of 0.25% may be charged to the Sub-fund assets and no performance fee may be charged. Additionally, any subscription or redemption charges of the associated companies may not be charged to the Sub-fund. If, however, a Sub-fund invests in shares in a UCITS or UCI that is issued and/or managed by another company, it should be borne in mind that subscription and redemption charges may be calculated for these target funds. The subscription and redemption charges paid by the respective Sub-fund shall be reported in the respective financial report. If a Sub-fund invests in a UCITS or UCI, fees for the administration and management of the target funds as well as the fees incurred in relation to the administration and management of the investing fund will be charged to the fund assets. To this extent, the possibility of fees for fund administration and fund management being charged twice cannot be excluded.

Additionally, the Company shall be charged the following costs, among others: the fees of the Custodian Bank and Paying Agent, the Domiciliary Agent, the Administration and Transfer Agent, costs of notifying and registering with all government authorities, auditing costs, costs of printing and distributing the Annual and Semi-annual reports, printing and distribution costs associated with other reports and documentation, as well as fees in conjunction with securities transactions, costs of publishing net asset values, costs of legal advice.

Any taxes and charges relating to the Sub-fund's assets and the securities transactions involving the Sub-fund's assets shall be charged to the Sub-fund.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

To the extent that a liability of the Company cannot be allocated to a particular Sub-fund, the liability shall be allocated to all Sub-funds in proportion to the respective net asset values or by another method as decided by the Board of Directors acting in good faith and to the best of its knowledge. All of the Company's liabilities, regardless of the Sub-Fund to which they are allocated, shall be binding on the Company as a whole in the absence of any statutory provision to the contrary or in the any absence of any arrangement to the contrary entered into with individual creditors.

Costs for the launch, activation and registration of new Sub-funds are exclusively charged to the respective Sub-fund and can be written down over a period of five years after the launch of the respective Sub-fund.

The Board of Directors may waive the costs in full or in part in favour of the Shareholders.

9. TAXES

For general information on taxation, please refer to the General Section of the detailed Full Prospectus.

10. TERM OF THE SUB-FUND

The Sub-Fund has been created for an unspecified period of time.

MainFirst – Equity Market Neutral Fund

A Sub-Fund of MainFirst, SICAV

Special Section V

December 2011

This Special Section supplements the General Section with respect to the MainFirst – **Equity Market Neutral Fund** (hereinafter “the Sub-fund”) and should only be read in combination with the General Section.

MAINFIRST – EQUITY MARKET NEUTRAL FUND (SPECIAL SECTION V)

ISIN code:	LU0626808819 (A shares) LU0719477696 (B shares) LU0390221926 (C shares) LU0719477779 (D shares)
Base currency:	Euro (EUR)
Initial subscription price:	EUR 100 (A shares) EUR 100 (B shares) EUR 100 (C shares) EUR 100 (D shares)
Minimum subscription and minimum holding amount:	EUR 2,500 (A shares) EUR 2,500 (B shares) EUR 500,000 (C shares) EUR 500,000 (D shares)
Front load fee:	up to 5% of the Net Asset Value of the Share
Fractions:	up to 1/1000th of a Share
Classes:	Share Class A intended for public sale, no distributions; Share Class B intended for public sale, with distributions; Share Class C intended for institutional investors as defined in article 174 of the Law of 2010, no distributions; Share Class D intended for institutional investors as defined in article 174 of the Law of 2010, with distributions;
Dividend:	Distribution for B and D Shares once per year on 15 May (if the distribution date is a bank holiday, distributions will be made on the following Banking Day).

1. INVESTMENT OBJECTIVE AND INVESTMENT POLICY

The aim of the Sub-fund is to achieve long-term capital growth.

It invests primarily in shares of companies with a market capitalisation of at least EUR 1 billion. These issuers are mainly based in the European Union and in Switzerland. Additionally, the Sub-fund may invest in derivatives based on these shares, as well as in derivatives whose underlying is an index composed of the above shares. These derivatives must be listed on a European stock exchange and be traded daily. By combining opposite buy and sell positions relating to the same assets through the use of derivatives, the Sub-fund shall strive to compensate for market fluctuations as far as possible so that it is only exposed to market fluctuations to a limited extent ("market neutrality").

The total assets and liabilities of the Sub-fund exposed to market risk ("gross exposure") shall not exceed the amount of 200% of the Sub-fund's net assets. Additionally, the net amount of assets and liabilities exposed to market risk ("net exposure") shall be limited to 100% of the Sub-fund's net assets. In practice, the gross exposure is generally between 150% and 200%. Given the targeted market neutrality, the net exposure only exceeds +/- 10% of the Sub-fund's net asset value in exceptional cases.

Additionally, the Sub-fund may hold liquid assets in EUR, CHF, GBP, SEK, NOK and DKK, investing these in derivatives such as interest or money market futures.

The Sub-fund may hold a higher allocation of liquid assets on a temporary basis.

Other than specified in item 17.1(e) of the investment restrictions of the General Section of the Full Prospectus, the Sub-fund shall not buy shares of funds (UCITS and/or UCI), irrespective of their legal form.

2. GENERAL RISK FACTORS, RISK CLASSES, INVESTOR PROFILE AND RISK MANAGEMENT

2.1 General risk factors

Given its investment policy, the Sub-fund is exposed to the risk of price fluctuations in the shares in which it has invested. Given the market neutrality, however, the Board of Director regards this as a minor risk.

The Sub-Fund invest its assets in shares and bonds issued by companies. The insolvency of the respective companies could result in the shares/bonds losing value or even in a total loss.

Investments in the securities of smaller and less well-known companies involve greater risks and the possibility of greater price volatility than investments in larger, more mature and better known companies.

The Sub-fund may make use of derivative transactions for the purposes referred to under investment policy above. The rights acquired through derivatives may expire or lose value. It is difficult to determine the risk of loss and such loss could also extend beyond the collateral provided.

Exposure to shares that are listed in foreign currencies could result in a currency risk.

Even when the Company does everything within its power to achieve the investment target, no guarantee can be given that it will be achieved. Correspondingly, the net asset value of the Shares in the Sub-fund can rise or fall.

2.2 Risk classes

The following risk classifications apply to investors who are resident in the eurozone:

Risk class 1: Money market funds and money market-related funds with at least two thirds of their assets invested in EUR.

Risk class 2: International bond funds comprising bonds with first-class credit ratings with at least two thirds of their assets invested in EUR, other money market-related funds and open-ended real estate funds.

Risk class 3: International bond funds comprising bonds with a good to medium credit rating with currency risks, equity funds that minimise their price risk by using derivative instruments.

Risk class 4: Equity funds with a global investment universe with at least two thirds of their assets invested in the eurozone.

Risk class 5: Equity funds with a global investment universe with currency risks.

Risk class 6: Equity funds with an emerging markets investment universe, with specific country and currency risks.

The Sub-Fund corresponds to **Risk class 3**.

2.3 Investor profile

The Sub-Fund is suitable for investors who wish to participate in the performance of the equity markets in the European Union and Switzerland. This means that investors are subject to price fluctuations on these markets, with the result that the Sub-Fund is designed for long-term investors with a certain propensity to take risk.

2.4 Risk management

The Sub-Fund shall apply the absolute Value-at-Risk (VaR) method in order to determine the risk associated with its investments.

The total risk of the Sub-fund may not exceed 20% of the Sub-fund's net asset value.

Leverage of the Sub-fund's investments, using derivative financial instruments where applicable, is not expected to exceed 100% of the nominal value of these investments. There may, however, be individual cases of this limit being exceeded.. This limit is calculated from the total of all nominal values of the derivative financial instruments used by the Sub-fund.

3. INVESTMENT MANAGER

The Company has appointed MainFirst Bank AG as Investment Manager for the Sub-fund. This decision is based on the Agreement of 27 April 2011, as updated on 31 December 2011.

MainFirst Bank AG is a public limited company under German law. It was incorporated on 16 August 2001, and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. It was incorporated on 16 August 2001 and entered into the Commercial Register on 5 October 2001, under the name of MainFirst Bank AG. The then German Federal Banking Supervisory Office (Bundesaufsichtsamt für das Kreditwesen, BAKred, now the Bundesanstalt für Finanzdienstleistungen, BAFIN) authorised MainFirst Bank AG by letter dated 4 October 2001 to provide banking services pursuant to Section 1 (1) Sentence 1 Nos. 1 - 5 and 7 - 12 of the German Banking Act (Kreditwesengesetz, KWG) and to provide financial services pursuant to Section 1 (1a) Sentence 2 of the KWG. Its registered office is in Torhaus Westhafen, Speicherstraße 57, D-60327 Frankfurt am Main, Germany. On 31 December 2010 its equity capital amounted to EUR 28,046,268.71.

It gives recommendations under the supervision of the Board of Directors regarding the investment and reinvestment of assets in compliance with the Company's Full Prospectus and the Articles of Incorporation.

The Investment Manager is paid from the flat rate which amounts to up to 2.00 % of the net assets p.a. for A and B Shares and up to 1.30 % of the net assets p.a. for C and D Shares (refer to item 8 below).

Thus the Manager receives remuneration for rendering the above services in the form of an annual commission which is calculated daily and is payable for each calendar month.

4. ISSUE OF SHARES

Currently, the Company issues distributing and accumulating registered Shares of the Sub-fund at a price based on the net asset value of a Share on the applicable valuation day. Moreover a subscription fee is charged, currently amounting to a maximum of 5 % of the net asset value per Share.

The minimum investment amount for initial subscription is EUR 2,500 for Class A and Class B Shares and EUR 500,000 for Class C and Class D Shares. There is no minimum investment amount for subsequent subscriptions.

The procedural rules stipulated in the General Section shall apply accordingly.

Pursuant to the provisions in the General Section, savings plans may be offered for Classes A and B of this Sub-fund. Subscriptions in the context of a savings plan may take the form of a monthly transfer of at least EUR 40 or a quarterly transfer of at least EUR 120.

The subscription price for each Share must be paid to the Company in the Sub-fund's currency to the account with the Custodian Bank, or to the account of an authorised Paying Agent.

5. REDEMPTION OF SHARES

Every shareholder of the Sub-fund is entitled to demand at any time redemption of all or a portion of the Shares held.

The procedural rules stipulated in the General Section shall apply accordingly.

As a general rule, the redemption price shall be paid in the currency of the relevant Sub-fund or - upon Shareholder's application - in another currency as specified by the Shareholder, with any exchange-related costs being charged to the Shareholder. The redemption price of Shares may be higher or lower than the relevant purchase or subscription price.

Should the execution of a redemption order cause the remaining Shares held in the Sub-fund to fall below the minimum investment amount specified for the Sub-fund - i.e. EUR 2,500 for Class A or B Shares and EUR 500,000 for Class C or D Shares -, the Company shall be entitled to repurchase all the Sub-fund's Shares held by the relevant Shareholders.

Redeemed Shares shall be cancelled.

6. CONVERSION OF SHARES

Every shareholder of a Sub-fund may exchange the Shares held wholly or partially for Shares of another Sub-fund. The conversion is performed on the basis of the net asset value on the valuation day resulting from the relevant application of the stipulations regarding the issue of Shares.

7. DIVIDEND POLICY

Pursuant to the Company's Articles of Incorporation and the General Section of this Full Prospectus, the Sub-fund is entitled to issue distributing as well as accumulating Shares upon resolution of the Company's Board of Directors. Currently, the Company does not issue any distributing Shares in this Sub-fund.

8. COSTS

8.1 Flat rate fee and remuneration of Central Administration

The Sub-fund is charged with a flat rate fee which amounts to max. 2.00 % of the net assets p.a. for Class A and Class B Shares and to max. 1.30 % of the net assets p.a. for Class C and Class D Shares. The Investment Manager and the Distributors - among others - are paid out of this flat rate fee. The applicable flat rate in each case is specified in the periodic reports.

The remuneration for the central administration of the Sub-fund amounts to max. 0.10% p.a. and is calculated on the basis of the daily net asset value. At present, the Administration fee of MainFirst amounts to 0.06% p.a. of the average net asset value. The Company may also decide to charge a lower fee. The fee for central administration includes the fees for the Domicile, Paying, Accounting and Transfer Agents.

The total remuneration according to the preceding paragraphs is a maximum of 2.10% p.a. of the net assets for Investment Management, Distribution and Custody. The applicable rate of remuneration and the effective costs charged are reported in the Annual and Semi-annual Reports.

8.2 Custodian bank's fee

The Custodian currently receives remuneration of max. 0.07% p.a., calculated on the basis of the net asset value established daily, for the custody and administration of the Sub-fund's assets. The Custodian is free to charge a lower remuneration.

8.3 Performance fee

Additionally, the Company pays a performance fee as an incentive to the Investment Manager, amounting to 15% of the net value added per Share of the Sub-fund resulting from the ordinary business activity of the Sub-fund.

This performance fee is only payable if the net asset value per Share at the end of the quarter reaches a new peak value compared with all previous quarter-end values.

The performance fee is calculated separately for the Sub-fund using the following formula:

$$\begin{array}{rcl} & \text{Net asset value of the Sub-fund as at the quarter-end} & \\ - & \text{Net subscriptions (i.e. subscriptions minus redemptions)} & \\ - & \text{Net asset value of the Sub-fund as at the quarter-end on which the last annual peak value was} & \\ & \text{recorded} & \\ + & \text{any dividend payments} & \\ \hline = & \text{Net value added from business activity} & \end{array}$$

The performance fee is charged to the Sub-fund at the end of the quarter in each case; corresponding provisions for the performance fee are made each time the net asset value of the Sub-fund is calculated. These provisions are included in the net asset value. Any negative performance recorded in the quarter is carried forward. No performance fee is owed if not all of the negative balances carried forward have been erased.

The calculation period for the performance fee is quarterly. The performance fee is calculated in each case on the last day of the quarter on the basis of the Sub-fund's net asset value. During the first quarter the starting net asset value of the Sub-fund corresponds to the total incoming subscriptions during the initial subscription period.

Should the Company or the Sub-fund be liquidated, the net asset value used is that applicable on the day on which the decision was made to dissolve the Company or the Sub-fund.

8.4 Other costs

The following (pro rata) costs, among others, shall also be charged to the Sub-fund: Costs of notifying and registering with all government authorities, auditing costs, costs of printing and distributing the Annual and Semi-annual reports, printing and distribution costs associated with other reports and documentation, as well as fees in conjunction with securities transactions, costs of publishing net asset values, costs of legal advice.

Any taxes and charges relating to the Sub-fund's assets and the securities transactions involving the Sub-fund's assets shall be charged to the Sub-fund.

The Company may estimate administrative and other recurring or periodical costs and recognize them annually or for any other period.

9. TAXATION

For general information on taxation, please refer to the General Section of the detailed Full Prospectus.

10. TERM OF THE SUB-FUND

The Sub-Fund has been created for an unspecified period of time.

