

Multi Manager Access II

Investment company under Luxembourg law
(*"Société d'Investissement à Capital Variable"*)

23 February 2016

Sales Prospectus

Shares of Multi Manager Access II (the "Company") are offered on the basis of the information and the representations contained in the current sales prospectus (the "Prospectus") accompanied by the key investor information document in respect of each sub-fund or share class, as the case may be (each, a "KIID", together, the "KIIDs"), the latest annual report and semi-annual report, if published after the latest annual report, as well as the documents mentioned herein which may be inspected by the public at the offices of the Company, the Management Company and Administrative Agent.

Only the information contained in the Prospectus and in the documents referred to therein shall be deemed to be valid.

The shares of the sub-funds of Multi Manager Access II are not listed on the Luxembourg Stock Exchange, except for the shares of the sub-fund Multi Manager Access II – Flexible.

The eligibility requirements applicable to all holders of shares in the Multi Manager Access II - Flexible (the "Shares") which are set forth below are collectively referred to as the "Eligibility Requirements".

Although the Shares are required to be negotiable and transferable on the Luxembourg Stock Exchange upon their admission to trading thereon (and trades registered thereon are not able to be cancelled by the Company), the Eligibility Requirements will nevertheless apply to any party to which Shares are transferred on the Luxembourg Stock Exchange.

The holding at any time of any Shares by a party which does not satisfy the Eligibility Requirements may result in the compulsory redemption of such Shares by the Company. Secondary trading on the Luxembourg Stock Exchange will at all times be permitted and registered trades on the market are not able to be cancelled.

The issue and redemption of shares of the sub-funds of the Company are subject to the regulations prevailing in the country concerned. The Company shall not divulge any confidential information concerning investors unless required to do so by law or regulation.

Any reference in this Prospectus to "CAD" refers to the Canadian Dollar, any reference to "EUR" refers to the currency of the European Monetary Union, any reference in this Prospectus to "USD" refers to the United States Dollars, any reference to "CHF" refers to the Swiss Franc, any reference to "JPY" refers to the Japanese Yen, any reference to "SGD" refers to the Singapore Dollar and any reference to "GBP" refers to the UK Pound Sterling.

Prospective investors should consult their financial or other professional advisers on the possible tax or other consequences of buying, holding, transferring, converting, redeeming or otherwise dealing in the shares of the Company under the laws of their countries of citizenship, residence and domicile.

This Prospectus does not constitute an offer or solicitation by anyone in any country in which such offer or solicitation is not lawful or authorized, or to any person to whom it is unlawful to make such offer or solicitation.

The Company is an undertaking for collective investment in transferable securities ("UCITS") registered pursuant to Part I of the Luxembourg act of 17 December 2010 on undertakings for collective investment, as amended (the "Law of 2010"). However, such registration does not require any Luxembourg authority to approve or disapprove either the adequacy or accuracy of this Prospectus or the assets held in the various sub-funds of the Company.

Shares of this Company may not be offered, sold or delivered within the United States.

Shares of this Company may not be offered, sold or delivered to citizens and/or residents of the United States of America and/or other persons or entities whose income and/or revenue is subject to US income tax, irrespective of its origin, including those deemed to be US persons under Regulation S of the US Securities Act of 1933 and/or the US Commodity Exchange Act, as amended.

Investors shall: (i) not be a U.S. Person; (ii) be a Non-United States person; and (iii) not be a United States Person as defined in Section 7701(a) of the Internal Revenue Code of 1986, as amended.

As the shares of the sub-funds referred to in this Prospectus are and will not be registered in accordance with the United States Securities Act of 1933, the Investment Company Act of 1940 or any other applicable law in the USA, they may not be traded, offered, sold or transferred in the United States, its territories or possessions or any area subject to its jurisdiction (collectively the "United States" or the "U.S.") or to U.S. Persons or anyone operating on their behalf, unless such an offer, sale or transfer is authorized in a particular case on the basis of a registration exemption pursuant to the United States Securities Act of 1933, or if the transaction involves specific qualified purchasers within the meaning of the Investment Company Act of 1940. When making subscription applications, potential investors are therefore requested to confirm (and prove, where applicable) that they are not U.S. Persons and/or are not trading on behalf of a U.S. Person.

The registration of the Company on the "Official List of Undertakings for Collective Investments under Supervision of the CSSF Pursuant to the Law of 17 December 2010" does not constitute an indication of investment suitability. Any representation to the contrary is unauthorised and unlawful.

The rights and obligations of the shareholders in the Company are set out in this Prospectus and the articles of incorporation of the Company (the "Articles of Incorporation") as well as the laws of the Grand Duchy of Luxembourg. Investors will not acquire any direct legal interest in investments made by the Company or any sub-fund.

Management and Administration

Registered office

33A avenue J.F. Kennedy, L-1855 Luxembourg

Board of Directors of the Company (the "Board of Directors")

| | |
|----------|--|
| Chairman | André Müller-Wegner Managing Director UBS Switzerland AG, Switzerland |
| Members: | Andreas Aebersold Executive Director UBS Switzerland AG, Switzerland |
| | Madhu Ramachandran Executive Director UBS (Luxembourg) S.A., Luxembourg |
| | Christian Schön Executive Director UBS (Luxembourg) S.A., Luxembourg |
| | Jeremy Stenham Chartered Accountant Independent director, London United Kingdom |

Management Company

The management company of the Company is UBS Third Party Management Company S.A. (the "Management Company"). The Management Company was established as a public-limited company in Luxembourg for an unlimited duration on 23 December 1993. Its registered office is located at 33A avenue J.F. Kennedy, L-1855 Luxembourg Grand Duchy of Luxembourg.

The articles of association of the Management Company were published by way of a notice of deposit in the "*Mémorial, Recueil des Sociétés et Associations*" (the "Mémorial") in 1994 and were last amended by a deed dated 30 May 2014. The consolidated version of the articles of association is deposited at the Trade and Companies Register (*Registre de Commerce et des Sociétés*) in Luxembourg for inspection. The Management Company currently manages other undertakings for collective investments. The Management Company has fully paid-up equity capital of CHF 5,750,000.

The Management Company is vested with the day-to-day administration of the Company and will provide, subject to the overall control of the Board of Directors and without limitation, (a) investment management services, (b) administrative services and (c) marketing and distribution services to the Company. In fulfilling its duties as provided by the Law of 2010 and the Management Company Agreement, the Management Company is authorised, for the purpose of more efficient conduct of its business, to delegate, under its responsibility and control, and with the prior consent of the Company and subject to the approval of the CSSF, part or all of its functions and duties to any third party, which, having regard to the nature of the

functions and duties to be delegated, is qualified and capable of undertaking the duties in question. The Management Company will remain liable to the Company in respect of all matters so delegated. In relation to any delegated duty, the Management Company will implement appropriate control mechanisms and procedures, including risk management controls and regular reporting processes in order to ensure that the services provided by such third party service providers are in compliance with the Articles of Incorporation, the Prospectus and the agreement entered into with the relevant third party service provider.

Directors of the Management Company

| | |
|----------|---|
| Chairman | Eugène del Cioppo Executive Director UBS Fund Management Switzerland AG Aeschenplatz 6 CH-4052 Basel Switzerland |
|----------|---|

| | |
|---------|--|
| Members | Court Taylour Executive Director UBS AG, Switzerland |
| | David Lahr Executive Director UBS (Luxembourg) S.A |

Conducting officers of the Management Company

| | |
|--|--|
| | Pierre Goes Director UBS Third Party Management Company S.A. |
|--|--|

| | |
|--|--|
| | Olivier Humbert Director UBS Third Party Management Company S.A. |
|--|--|

Portfolio management

The investment approach of each sub-fund is based on the selection of institutional portfolio managers. The manager selection is based on a thorough due diligence process provided by UBS Switzerland AG (its branches or its affiliated companies, successors or assigns) ("UBS") which incorporates quantitative and qualitative aspects in its assessment.

A series of portfolio managers have been selected as eligible portfolio managers for the sub-funds' assets (the "Portfolio Managers") using different investment strategies. Each of the Portfolio Managers initially appointed from among the list of eligible Portfolio Managers will manage a percentage of the sub-fund's net assets related to a clearly distinct strategy. The investment strategies are further described hereafter.

Eligible Portfolio Managers for the sub-funds

AllianceBernstein L.P.,
New York, USA

Ashmore Investment Management Limited,
London, United Kingdom

AXA Investment Managers, Inc.,
Delaware, USA

AXA Investment Managers Paris,
Paris, France

Bluebay Asset Management LLP,
London, United Kingdom

BNY Mellon Investment Management EMEA Limited,
London, United Kingdom

Brandywine Global Investment Management, LLC,
Philadelphia, USA

Candriam France
Paris, France

Capital Four Management Fondsmæglerselskab A/S
Copenhagen, Denmark

DCI, LLC,
Delaware, USA

Deutsche Asset & Wealth Management International GmbH,
Frankfurt, Germany

Eaton Vance Management,
Boston, USA

ECM Asset Management Limited,
London, United Kingdom

Goldman Sachs Asset Management International,
London, United Kingdom

Guggenheim Partners Investment Management, LLC,
New York, USA

HSBC Global Asset Management (France)
Paris, France

JPMorgan Asset Management (UK) Limited,
London, United Kingdom

Neuberger Berman Europe Limited,
London, United Kingdom

Oaktree Capital Management, L.P.,
Delaware, USA

Payden & Rygel,
Los Angeles, USA

Pioneer Investment Management Ltd.,
Dublin, Ireland

TCW Investment Management Company
Los Angeles, USA

UBS Switzerland AG (its branches or its affiliated companies, successors or assigns)
Zurich, Switzerland
(which may delegate this function worldwide within the UBS Group)

Not all of the eligible Portfolio Managers need to be appointed at all times.

The Portfolio Managers appointed as well as the period of the appointment and the assets under management of each Portfolio Manager are stated in the relevant annual report.

The Management Company may terminate the agreement with a Portfolio Manager with immediate effect if and to the extent necessary to protect the interests of investors.

Currency Manager

UBS may perform, for the account of each sub-fund, currency hedging transactions required in order to be able to offer share classes in currencies other than the reference currency of a particular sub-fund (the "Currency Manager"). UBS may delegate this task to any of its branches or subsidiaries. The Currency Manager aims to reduce (but not necessarily eliminate) the foreign exchange rate risk that investors in share classes denominated in currencies other than the currency of account of the particular sub-fund are exposed to.

The Currency Manager will carry out its duties in accordance with the guidelines established in this Prospectus and the agreement between the Management Company and the Currency Manager, which will set out the terms of the appointment. The costs related to the currency hedging will be borne by the relevant Currency Hedged Share Classes of the sub-funds to which it relates, i.e. no costs will be borne in this regards by the share class denominated in the currency of account of the respective sub-fund.

The Management Company may terminate the agreement with the Currency Manager with immediate effect if and to the extent necessary to protect the interests of investors.

Portfolio Manager selection and asset allocation

The Management Company has appointed UBS for the selection of Portfolio Managers and the discretionary allocation of the Company's assets (the "Advisor"). The Management Company and/or its delegates will perform a thorough due diligence on (prospective) Portfolio Managers both prior to their appointment as well as on an ongoing basis during the contractual relationship. The Advisor will instruct the discretionary allocation of the Company's assets among the Portfolio Managers and may give instructions directly to the Portfolio Managers, taking into account the different investment strategies of the Portfolio Managers and subject to the supervision of the Management Company.

Investors may at any time enquire with UBS about the Portfolio Managers currently being appointed to manage a specific sub-fund's assets. The Portfolio Managers are commissioned to manage the portfolio of securities and other eligible assets, subject to the supervision of the Management Company, and will execute all relevant transactions in conformity with the specified investment restrictions.

Transition Advisor

The Management Company, under the ultimate responsibility of the Board of Directors, may from time to time appoint State Street Bank Europe Limited as advisor for the efficient implementation of transitions between appointed Portfolio Managers, changes in the percentage of a sub-fund's assets managed by a Portfolio Manager or when assets are transferred between Dedicated Portfolios (as defined below) and target undertakings for collective investment ("UCIs") (the "Transition Advisor"). The Transition Advisor aims at reducing risk, cost and administrative burden during the implementation of such changes while seeking to preserve the value retained in the portfolio and thus managing the impact of such changes on asset performance. Applicable events in which a Transition Advisor might be appointed are (not exhaustive):

- initial investment in cash or in-kind
- replacement of Portfolio Manager
- substantial cash inflow or cash outflow
- full or partial transfer of assets between accounts
- change of investment policy under respective sub-fund

In connection with the aforementioned events the Transition Advisor will carry out its duties as predetermined by the Portfolio Manager. The contractual conditions are laid down in a Transition Advisory Agreement.

The Transition Advisor will deliver the performance pursuant to the aforementioned agreement. Given the investment objectives and the limited authority granted by the applicable Portfolio Manager, the responsibility remains with the Portfolio Manager.

Pooling of Assets

For the purpose of effective management, the Company may choose to allow intra pooling and/or co-management of the assets of certain sub-funds. In such a case, assets of different sub-funds will be managed in common. The assets which are managed in common shall be referred to as a "pool" notwithstanding the fact that such pools are used solely for internal management purposes. The pools do not constitute separate entities and are not directly accessible to shareholders.

Pooling

The Company (or any of its delegates) may invest and manage all or any part of the portfolio assets established for two or more sub-funds (for the purpose hereof "participating sub-funds") on a pooled basis. Any such asset pool shall be formed by transferring to it cash or other assets (subject to such assets being appropriate in respect to the investment policy of the pool concerned) from each of the participating sub-funds. Thereafter, the Company (or any of its delegates) makes from time to time further transfers to each asset pool. Assets may also be transferred back to participating sub-funds up to the amount of the participation of the sub-funds concerned. The unit of a participating sub-fund in an asset pool shall be measured by reference to notional units of equal value in the asset pool. On formation of an asset pool, the Company (or any of its delegates) shall determine the initial value of notional shares (which shall be expressed in such currency as the Company (or any of its delegates) may consider appropriate) and shall allocate to each participating sub-fund notional shares having an aggregate value equal to the amount of cash (or to the value of other assets) contributed. Thereafter, the value of the shares shall be determined by dividing the net assets of the asset pool by the number of the notional shares subsisting.

When additional cash or assets are contributed to or withdrawn from an asset pool, the allocation of notional shares of the participating sub-fund concerned will be increased or reduced, as the case may be, by a number of notional shares determined by dividing the amount of cash or the value of assets contributed or withdrawn by the current value of a share. Where a contribution is made in cash, it may be treated for the purpose of this calculation as reduced by an amount which the Company (or any of its delegates) considers appropriate to reflect fiscal charges and dealing and purchase costs which may be incurred in investing the cash concerned; in the case of cash withdrawal, a corresponding deduction may be made to reflect costs which may be incurred in realising securities or other assets of the asset pool.

Dividends, interest and other distributions of an income nature earned in respect of the assets in an asset pool will be applied to such asset pool and cause the respective net assets to increase. Upon dissolution of the Company, the assets in an asset pool will be allocated to the participating sub-funds in proportion to their respective participation in the asset pool.

Co-Management

In order to reduce operational and administrative charges while allowing a wider diversification of the investments, the Company (or any of its delegates) may decide that part or all of the assets of any sub-fund will be co-managed with assets belonging to other collective investment schemes or that part or all of the sub-funds will be co-managed amongst themselves. In the following paragraphs, the words "co-managed Entities" shall refer to any sub-fund and all entities with and between which there would exist any given co-management arrangement and the words "co-managed Assets" shall refer to the entire assets of these co-managed Entities and co-managed pursuant to the same co-management arrangement.

Under the co-management arrangement, the Company (or any of its delegates) will be entitled to take on a consolidated basis for the relevant co-managed Entities, investment, disinvestment decisions which will influence the composition of the Company's portfolio. Each co-managed Entity shall hold a portion of the co-managed Assets corresponding to the proportion of its net assets to the total value of the co-managed Assets. This proportional holding shall be applicable to each and every line of investment held or acquired under co-management. In case of investment and/ or disinvestment decisions these proportions shall not be affected and additional investments shall be allotted to the co-managed Entities pursuant to the same proportion and assets sold shall be levied proportionately on the co-managed Assets held by each co-managed Entity.

In case of new subscriptions in one of the co-managed Entities, the subscription proceeds shall be allotted to the co-managed Entities pursuant to the modified proportions resulting from the net asset increase of the co-managed Entity which has benefited from the subscriptions and all lines of investment shall be modified by a transfer of assets from one co-managed Entity to the other in order to be adjusted to the modified proportions. In a similar manner, in case of redemptions in one of the co-managed Entities, the cash required may be levied on the cash held by the co-managed Entities pursuant to the modified proportions resulting from the net asset reduction of the co-managed Entity which has suffered from the redemptions and, in such case, all lines of investment shall be adjusted to the modified proportions. **Shareholders should be aware that, in the absence of any specific action by the Company or its appointed agents, the co-management arrangement may cause the composition of assets of a sub-fund to be influenced by events attributable to other co-managed Entities such as subscriptions and redemptions.** That, all other things being equal, subscriptions received in one entity with which any sub-fund is co-managed will lead to an increase of this sub-fund's reserve of cash. Conversely, redemptions made in one entity with which any sub-fund is co-managed will lead to a reduction of this sub-fund's reserve of cash. Subscriptions and redemptions may however be kept in the specific account opened for each co-

managed Entity outside the co-management arrangements and through which subscriptions and redemptions must pass. The possibility to allocate substantial subscriptions and redemptions to these specific accounts together with the possibility for the Company or its appointed agents to decide at any time to terminate a sub-fund's participation in the co-management arrangement permit the sub-fund to avoid the readjustments of its portfolio if these readjustments are likely to affect the interest of the Company and of its shareholders.

If a modification of the composition of the sub-fund's portfolio resulting from redemptions or payments of charges and expenses peculiar to another co-managed Entity (i.e. not attributable to the sub-fund) is likely to result in a breach of the investment restrictions applicable to this sub-fund, the relevant assets shall be excluded from the co-management arrangements before the implementation of the modification in order for it not be affected by the ensuing adjustments.

Co-managed assets of any sub-fund shall only be co-managed with assets intended to be invested pursuant to investment objectives identical to those applicable to the co-managed assets of such sub-fund in order to assure that investment decisions are fully compatible with the investment policy of the sub-fund. Co-managed assets of any sub-fund shall only be co-managed with assets for which the same Portfolio Manager is entitled to take investment or disinvestment decisions and the Depositary is also acting as depository in order to assure that the Depositary is able, with respect to the sub-fund, to fully carry out its functions and responsibilities according to the requirements by law. The Depositary shall at all times keep the Company's assets segregated from the assets of other co-managed entities and shall therefore be able at all times to identify the assets of the sub-funds. Since co-managed Entities may have investment policies which are not strictly identical to the investment policy of one of the sub-funds, it is possible that as a result the common policy implemented may be more restrictive than that of the other sub-fund.

The Company (or any of its delegates) may decide at any time and without notice to terminate the co-management arrangement.

Shareholders may at all times contact the registered office of the Company or the Management Company to be informed of the percentage of assets which are co-managed and of the entities with which there is such a co-management arrangement at the time of their request.

The annual reports shall state the co-managed assets' composition and percentages.

Co-management arrangements with non-Luxembourg entities shall be authorized provided that (1) the co-management agreement to which the non-Luxembourg entity is a party is subject to Luxembourg law and the jurisdiction of the Luxembourg courts, or that (2) the rights of each co-managed entity concerned are established in such a way that no creditor, liquidator or bankruptcy curator of the non-Luxembourg entity concerned has access to the assets of the sub-funds or has the right to freeze them.

Depositary and main paying agent

The Company has appointed UBS (Luxembourg) S.A., a public limited liability company (*société anonyme*), having its registered office at 33A avenue J.F. Kennedy, L-1855 Luxembourg and registered with the *Registre de Commerce et des Sociétés* under number B 11142 (the "Depositary") as depositary and principal paying agent of the Company pursuant to a custodian and paying agency agreement effective as of 3 February 2016 (as amended from time to time) between the Company and the Depositary (the "Depositary Agreement").

The Depositary is a credit institution (*établissement de crédit*) in the meaning of the act of 5 April 1993 relating to the financial sector, as amended. It has been incorporated on 20 August 1973 and registered on the official list of Luxembourg credit institutions and is subject as such to the supervision of the CSSF.

The Depositary carries out its duties and assumes the responsibilities resulting from the Law of 2010 as well as the Depositary Agreement, which contains specific provisions regarding the duties and liability of the Depositary. Pursuant to the Law of 2010 and the Depositary Agreement, the Depositary is responsible for (i) the general supervision of all assets of the Fund and, for (ii) the safekeeping of the assets to the extent such assets are entrusted and effectively held by the Depositary as well as and the operation concerning the day-to-day administration of such assets.

For securities issued in countries that require the opening of custody accounts in the name of the beneficial owner ("beneficial owner countries"), the Company may, in agreement with the Depositary, entrust and hold such securities directly with a financial institution within the traditional custody network of the Depositary domiciled in such a beneficial owner countries. Notwithstanding such fact as a consequence of local legal requirements, the Depositary remains responsible for the supervision of such assets and performs all customary banking duties relating to the Company's accounts and securities as well as all routine administrative work in connection with the Company's assets.

The Depositary will act with reasonable care and diligence in the performance of its supervisory duty. In the absence of the gross negligence or wilful misconduct on its part, the Depositary shall not be liable for acts or omissions of the third party financial institution domiciled in a beneficial owner country. The Depositary shall not be liable for losses incurred by the Company resulting from the liquidation, bankruptcy or insolvency of the third party financial institution appointed directly by the Company if the Depositary has not been grossly negligent in the supervision of the latter.

Administrative Agent

UBS Fund Services (Luxembourg) S.A., 33A avenue J.F. Kennedy, L-1855 Luxembourg (B.P. 91, L-2010 Luxembourg) has been appointed by the Management Company as the Company's administrative agent (the "Administrative Agent"). In such capacity, UBS Fund Services (Luxembourg) S.A. is responsible for the general administrative duties involved in managing the Company and prescribed by Luxembourg law. These administrative services mainly include domiciliation, calculation of the net asset value per share and the keeping of the Company's accounts as well as reporting.

The rights and obligations of the Administrative Agent are governed by an administration agreement entered into between the Administrative Agent, the Management Company and the Company for an unlimited period of time (the "Administration Agreement"). Each of the parties may terminate the Administration Agreement by giving the other not less than three months' prior written notice. The Management Company may terminate the Administration Agreement with immediate effect if and to the extent necessary to protect the interests of investors.

Auditor of the Company

PricewaterhouseCoopers, Société coopérative, 2, rue Gerhard Mercator, L-2182 Luxembourg has been appointed as the Company's auditor and will fulfil all duties prescribed by the Law of 2010.

Paying agents

UBS (Luxembourg) S.A., 33A avenue J.F. Kennedy, L-1855 Luxembourg (B.P. 2, L-2010 Luxembourg) as well as other paying agents in the various countries in which the Company's shares are sold.

Rights of investors against the service providers of the Company

Without prejudice to any potential right of action in tort or any potential derivative action, investors in the Company may not have a direct right of recourse against any service providers appointed by the Company or the Management Company as such right of recourse will lie with the relevant contracting counterparty rather than the investors.

Profile of the typical investor

The sub-funds and classes presently offered are suitable as an investment for investors that have a long-term investment horizon and want to invest in a broadly diversified portfolio of securities.

Investment in the Company is only suitable for investors who can afford the risks involved. Only capital that the investor can afford to lose should be invested in a fund of this nature and investors are recommended to consult their financial advisers before investing in the Company.

Historical performance

The historical performance of the individual sub-funds is outlined in the KIID relating to each active share class.

Risk profile

Sub-fund investments may be subject to substantial fluctuations and no guarantee can be given that the value of a share in a sub-fund will not fall below its value at the time of acquisition.

Factors that can trigger such fluctuations or influence their extent include but are not limited to:

- changes affecting specific companies
- changes in interest rates
- changes in exchange rates
- changes in the prices of raw materials and energy resources
- changes affecting economic factors such as employment, public expenditure, indebtedness and inflation
- changes in the legal environment
- changes in the confidence of investors in certain asset classes (e.g. equities), markets, countries, industries and sectors
- changes in securities lending rates

By diversifying investments, each Portfolio Manager endeavours to partially mitigate the negative impact of such risks on the value of the sub-fund.

Data protection

Certain personal data of shareholders (including, but not limited to, the name, address and invested amount of each shareholder) may be collected, recorded, stored, adapted, transferred or otherwise processed and used by the Company, the Management Company, the Administrative Agent, the Depositary, the Auditors and the financial intermediaries of such shareholders. In particular, such data may be processed for the purposes of account and distribution fee administration, anti-money laundering and terrorism financing identification, tax identification under the EU Savings Directive (as defined below), maintaining the register of shareholders, processing subscription, redemption and conversion orders and payments of dividends to shareholders and to provide client-related services. Such information will not be passed on to any unauthorised third persons.

The Management Company may sub-contract to another entity (the "Processor") (such as the Administrative Agent) the processing of personal data. The Management Company undertakes not to transfer personal data to any third parties other than the Processor except if required by law or on the basis of a prior consent of the Investors. Certain personal data may be transferred outside the European Union in which case appropriate data transfer agreements or EU model clause agreements will be signed between data exporters and data importers.

Each individual (related to a) shareholder whose personal data has been processed has a right of access to his/her/its personal data and may ask for a rectification thereof in case where such data is inaccurate or incomplete.

Each shareholder undertakes to procure the necessary consents from individuals or representatives related to such shareholder by subscribing to, or committing to subscribe for, shares, to the processing of such personal data. This consent is formalised in writing in the subscription form used by the relevant intermediary.

The Company

Multi Manager Access II offers investors a range of different sub-funds (umbrella construction) which invest in accordance with the investment policies described in this Prospectus. This Prospectus, which contains specific details on each sub-fund, will be updated on the inception of each new sub-fund or change to the list of eligible Portfolio Managers.

The following sub-funds are available:

| Name of the sub-fund | Reference currency sub-fund |
|---|-----------------------------|
| Multi Manager Access II - European Multi Credit | EUR |
| Multi Manager Access II - US Multi Credit | USD |
| Multi Manager Access II - Global Fixed Income Enhanced Strategies | EUR |
| Multi Manager Access II - Flexible | USD |
| Multi Manager Access II - Emerging Markets Debt | USD |
| Multi Manager Access II - High Yield | USD |

The Company can issue several share classes for each of the sub-funds. Unless otherwise specified in the sub-fund specific section ("Special Investment Policy of the Sub-Funds"), the shares may only be held by UBS on its own account or in the context of discretionary asset management mandates concluded with UBS or by any other investor as may be determined by the Board of Directors in its sole discretion.

Currently, the following share classes may be offered:

| Share Class | Characteristics |
|-------------|---|
| B | Class B shares will accumulate their income |
| A | Class A shares will distribute their income |
| I | Class I shares are reserved for institutional investors |
| R | Class R shares are reserved for retail clients |

Initial issue price of shares:

Unless the Company decides otherwise, the initial issue price of these shares amounts to 100 CAD, 100 CHF, 100 EUR, 100 GBP, 100 JPY, 100 SGD, 100 USD. Their smallest tradable unit is 0.001.

Additional characteristics:

Currency Hedged Share Classes:

Share classes may be denominated in the following currencies which may differ from the currency of account of the sub-fund: CAD, CHF, EUR, GBP, JPY, SGD, USD. In such cases, the share class will have the word "hedged" in its name.

Hedging:

For share classes with "hedged" in their name and denominated in a currency other than the sub-fund's currency of account ("Currency Hedged Share Classes"), foreign exchange transactions and currency forwards are conducted in order to hedge the net asset value of the sub-fund, calculated in the currency of account, against the net asset values of the share classes denominated in other currencies.

Although it will not be possible to fully hedge the total net asset value of a share class against currency fluctuations of the currency of account, the aim is to secure a currency hedge for the currency of account against the corresponding currency of the share classes equivalent to between 90% and 110% of the net asset value. Changes in the value of the hedged sections of the portfolio and the volume of subscription and redemption requests for shares not denominated in the currency of account may, however, result in the level of currency hedging temporarily surpassing the stated limits. The Currency Manager will take all the necessary steps to bring the hedging back within the aforementioned limits. The hedging described has no effect on possible currency risks resulting from investments denominated in a currency other than the sub-fund's currency of account.

"UKdist":

The aforementioned share classes can be issued as those with "UKdist" in their name. In these cases, the Company intends to distribute a sum which corresponds to 100% of the reportable income within the meaning of the UK reporting fund rules when the share classes are subject to the reporting fund rules. The Company does not intend to make available taxable values in other countries for this share class, as these share classes are intended for investors whose investment in the share class is liable to tax in the UK.

- **Legal Aspects**

Multi Manager Access II was incorporated as UBS Multi Manager Access II on 10 July, 2007 as an open-end investment fund in the legal form of a "*Société d'Investissement à Capital Variable*" (SICAV) in accordance with Part II of the Luxembourg law relating to undertakings for collective investment of 20 December 2002. The Company is entered under no. B 129748 in the Luxembourg Commercial Register (*Registre de Commerce et des Sociétés*). When the Company was established, its initial capital amounted to EUR 31,000 and was represented by 310 fully paid-up shares with no face value.

The Articles of Incorporation were published in the "*Mémorial, Recueil des Sociétés et Associations*" (hereinafter called "*Mémorial*"), on 29 August 2007. Each amendment to the Articles of Incorporation shall be published in the "*Mémorial*", in a Luxembourg daily newspaper and, if necessary, in the official publications specified for the respective countries in which shares of the Company are sold. Such amendments become legally binding in respect of all shareholders subsequent to their approval by the general meeting of shareholders. The Company was converted from a UCI subject to Part II of the Law of 2010 to a UCI subject to Part I of the Law of 2010 with effect as of 3 February 2016. The Company is authorised under Part I of the Law of 2010.

The sum of the sub-funds' total net assets forms the total net assets of the Company, which at any time correspond to the share capital of the Company and consist of fully paid in and non-par-value shares (the "shares"). At general meetings, the shareholder has the right to one vote per whole share held, irrespective of the difference in value of shares in the respective sub-funds. Shares of a particular sub-fund or class carry the right of one vote per whole share held when voting at meetings affecting this sub-fund or class. The Company is a single legal entity. However, each sub-fund corresponds to a distinct part of the assets and liabilities of the Company. For the purpose of the relations as between the shareholders, each sub-fund is deemed to be a separate entity, separate from the others. The assets of a sub-fund are exclusively available to satisfy the requests of that sub-fund and the right of creditors whose claims have arisen in connection with that sub-fund. The Board of Directors is empowered to establish new sub-funds and/or to liquidate existing ones at any time or to establish various share classes with specific characteristics within these sub-funds. The current Prospectus shall be updated following the establishing of a new sub-fund or new share class. The Company is unlimited with regard to duration and total assets.

The financial year of the Company ends on 31 July. The ordinary general meeting takes place annually on 31 January at 12 p.m. at the registered office of the Company. If such a day does not fall on a business day in Luxembourg, the ordinary general meeting must take place on the next following working day.

- **Investment Objective and Investment Policy of the sub-funds**

A. Investment Objective

The main objective of the Company is to achieve high capital gains and a reasonable return, while giving due consideration to capital security and to the liquidity of assets.

B. Investment Policy of each sub-fund

General

The investment policy of each sub-fund is as described in the section "Special Investment Policy of the sub-funds" below. Each sub-fund is subject to the investment restrictions set out in Annex I to this Prospectus, in addition to such other investment restrictions set out in this section B. "Investment Policy of each sub-fund" and in the relevant (sub-)section of the section "Special Investment Policy of the sub-funds" below.

Investors should note that the reference currency of the individual sub-funds and/or classes (if different) indicates solely the currency in which the net asset value of the respective sub-fund or class is calculated and not the currency in which investments of the sub-fund will be made. Investments are made in those currencies which best benefit the performance of the sub-funds. Each sub-fund may accessorially hold liquid assets in all currencies in which investments are effected.

Each sub-fund may invest in both developed and emerging market countries. The risks associated with such investments are disclosed in the section "Risk Factors".

Use of financial derivative instruments

The sub-funds are authorised to use financial derivative instruments either for hedging or efficient portfolio management purposes or as part of their investment strategy. Sub-funds using derivatives will do so within the limits specified in Annex I to this Prospectus. Investors should refer to the risk factors set out below for special risk considerations applicable to financial derivative instruments. The sub-funds will only enter into over-the-counter (OTC) transactions with financial institutions specialised in those transactions.

The Company's annual reports will contain, in respect of each sub-fund that has entered into financial derivative instruments over the relevant reporting period, details of:

- (a) the underlying exposure obtained through financial derivative instruments;
- (b) the identity of the counterparty(ies) to these financial derivative instruments;
- (c) the type and amount of collateral received to reduce counterparty risk exposure.

Collateral Management

If the Company enters into OTC transactions, it may be exposed to risks related to the creditworthiness of the OTC counterparties: When the Company enters into futures contracts and options or uses other derivative techniques it is subject to the risk that an OTC counterparty may not meet (or cannot meet) its obligations under a specific or multiple contracts. Counterparty risk can be reduced by depositing a security ("collateral").

Collateral may be provided in the form of liquid assets in highly liquid currencies, highly liquid equities and first-rate government bonds. The Company will only accept such financial instruments as collateral, which would allow it (after objective and appropriate valuation) to liquidate these within an appropriate time period. The Company, or a service provider appointed by the Company, must assess the collateral's value at least once a day. In order to adequately take into account the risks related to the collateral in question, the Company determines whether the value of the collateral to be requested should be increased, or whether this value should be marked down by an appropriate, conservatively measured amount (haircut). The larger the collateral's value may fluctuate, the higher the markdown. The markdown is highest for equities. Securities deposited as collateral may not have been issued by the corresponding OTC counterparty or have a high correlation with this OTC counterparty. Securities deposited as collateral are held by the Depositary in favour of the Company and may not be sold, invested or pledged by the Company.

The Company shall ensure that the collateral transferred to it is adequately diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the relevant sub-fund receives from a counterparty of efficient portfolio management and over-the-counter financial derivative transactions a basket of collateral with a maximum exposure to a given issuer of 20% of the sub-fund's net asset value. When a sub-fund is exposed to

different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer.

By way of derogation from the aforementioned sub-paragraph and in accordance with the revised para. 43(e) of the ESMA guidelines 2014/937 on ETFs and other UCITS issues as implemented by CSSF Circular 14/592, as may be amended from time to time (the "ESMA Guidelines"), the Company may be fully collateralised in different transferable securities and money market instruments issued or guaranteed by an EU Member State, one or more of its local authorities, an OECD Member State, or a public international body to which one or more EU Member States belong. In such case, the Company shall ensure that it receives securities from at least six different issues, whereas securities from any single issue should not account for more than 30% of the sub-fund's net assets.

The Company has decided to make use of the aforementioned derogation and to accept a collateralisation in transferable securities and money market instruments, issued or guaranteed by an EU Member State, one or more of its local authorities, an OECD Member State, or a public international body to which one or more EU Member States belong, of up to 50% of the following countries: United States, Japan, United Kingdom, Germany and Switzerland.

Use of EPM Techniques

The sub-funds are authorised to employ EPM Techniques (such as (reverse) repurchase transactions or securities lending transactions) within the limits specified in Annex I to this Prospectus. Investors should refer to the risk factors set out below for special risk considerations applicable to EPM Techniques.

The instruments that may be received by the Company as collateral in the context of EPM Techniques are, insofar as they are usable, described in section 2.24 of Annex I of this Prospectus.

Leverage

The leverage for UCITS using the value-at-risk ("VaR") approach is defined pursuant to CSSF circular 11/512 as the "sum of the notionals" of the derivatives used by the respective sub-fund. Shareholders should note that this definition may lead to artificially high leverage which may not correctly reflect the actual economic risk due to, inter alia, the following reasons:

- Regardless of whether a derivative is used for investment or hedging purposes, it increases the leverage calculated according to the sum-of-notionals approach;
- The duration of interest rate derivatives is not taken into consideration. A consequence of this is that short-term interest rate derivatives generate the same leverage as long-term interest rate derivatives, even though short-term ones generate a considerably lower economic risk.

The economic risk of UCITS using the VaR approach is covered by a UCITS risk management process. This contains (among other things) restrictions on the VaR, which includes the market risk of all positions, including derivatives. The VaR is supplemented by a comprehensive stress-test programme.

The average leverage for each sub-fund using the VaR approach is expected to be within the range stated in the table below. Leverage is expressed as a ratio between the sum of the notionals and the net asset value of the sub-fund in question. Greater leverage amounts may be attained for all sub-funds, under certain circumstances.

| Sub-fund | Global risk calculation method | Expected range of leverage | Reference portfolio |
|---|---------------------------------------|-----------------------------------|----------------------------|
| Multi Manager Access II - European Multi Credit | Absolute VaR Approach | 100 – 500% | n/a |

| | | | |
|---|---------------------|-----|-----|
| Multi Manager Access II - US Multi Credit | Commitment approach | n/a | n/a |
| Multi Manager Access II - Global Fixed Income Enhanced Strategies | Commitment approach | n/a | n/a |
| Multi Manager Access II - Flexible | Commitment approach | n/a | n/a |
| Multi Manager Access II - Emerging Markets Debt | Commitment approach | n/a | n/a |
| Multi Manager Access II - High Yield | Commitment approach | n/a | n/a |

C. Risk Factors

Potential investors should be aware that the value of the assets of any sub-fund may fluctuate substantially. Neither the Company nor the Management Company guarantees shareholders that they will not suffer losses resulting from their investments. The Company and each sub-fund are exposed amongst other things to the following risks (and, to the extent a sub-fund invests in other UCIs or UCITS (or sub-funds thereof), references to sub-fund in this section may include the risks of the sub-fund through such target UCIs, UCITS or their sub-funds):

General economic conditions

The success of any investment activity is affected by general economic conditions, which may affect the level and volatility of interest rates and the liquidity of the markets for both equities and interest rate-sensitive securities. Certain market conditions, including unexpected volatility or illiquidity in the market in which the Company directly or indirectly holds positions, could impair the Company's ability to achieve its objectives and/or cause it to incur losses.

Nominee arrangements

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, in particular the right to participate in general meetings of shareholders, if the investor is registered himself and in his own name in the register of shareholders. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to exercise certain shareholder rights directly against the Company. Investors are advised to take advice on their rights.

Use of derivatives

Derivative financial instruments are not in themselves investment instruments but rights whose valuation mainly derives from the price and the price fluctuations and expectations of an underlying instrument. Investments in derivative financial instruments are subject to the general market risk, management risk, credit and liquidity risk.

Depending on the specific characteristics of derivative financial instruments, however, the aforementioned risks may be of a different kind and occasionally turn out to be higher than the risks with an investment in the underlying instruments.

That is why the employment of derivative financial instruments not only requires an understanding of the underlying instrument but also in-depth knowledge of the derivative financial instruments themselves.

The risk of default in the case of derivative financial instruments traded on an exchange is generally lower than the risk associated with derivative financial instruments that are traded over-the-counter on the open market, because the clearing agents, which assume the function of issuer or counterparty in relation to each derivative financial instrument traded on an exchange, assume a performance guarantee. To reduce the overall risk of default, such guarantee is supported by a daily payment system maintained by the clearing agent, in which the assets required for cover are calculated. In the case of derivative financial instruments traded over-the-counter on the open market, there is no comparable clearing agent guarantee and in assessing the potential risk of default, the Company must take account of the creditworthiness of each counterparty.

There are also liquidity risks since it may be difficult to buy or sell certain derivative financial instruments. When derivative transactions are particularly large, or the corresponding market is illiquid (as may be the case with derivative financial instruments traded over-the-counter on the open market), it may under certain circumstances not always be possible to fully execute a transaction or it may only be possible to liquidate a position by incurring increased costs.

Additional risks connected with the employment of derivative financial instruments lie in the incorrect determination of prices or valuation of derivative financial instruments. There is also the possibility that derivative financial instruments do not completely correlate with their underlying assets, interest rates or indices. Many derivative financial instruments are complex and frequently valued subjectively. Inappropriate valuations can result in higher demands for cash by counterparties or in a loss of value for the Company. There is not always a direct or parallel relationship between a derivative financial instrument and the value of the assets, interest rates or indices from which it is derived. For these reasons, the use of derivative financial instruments by the Company is not always an effective means of attaining the Company's investment objective and can at times even have the opposite effect.

Derivative transactions (e.g. credit derivatives), may be used to hedge against the default risk associated with a third party. To do this, the parties may participate in so-called credit default swaps (CDS). In which the seller compensates the losses of the buyer associated with the default of a third party and, in return, receives a recurring premium from the buyer. This compensation may be provided through the delivery of defined securities or cash payments. This type of derivative transaction is similar to insurance and can be entered into by any sub-fund, either as a buyer or seller. Credit derivatives may thus be used by sub-funds for hedging (from the buyer's point of view) or investment (from the seller's point of view) purposes.

Synthetic short selling

Sub-funds may utilise synthetic short exposures through the use of cash settled derivatives such as swaps, futures and forwards in order to enhance their overall performance. A synthetic short sale position replicates the economic effect of a transaction in which a fund sells a security it does not own but has borrowed, in anticipation that the market price of that security will decline. When a sub-fund initiates such a synthetic short position in a security that it does not own, it enters into a derivative-based transaction with a counterparty or broker-dealer and closes that transaction on or before its expiry date through the receipt or payment of any gains or losses resulting from the transaction. A sub-fund may be required to pay a fee to synthetically short particular securities and is often obligated to pay over any payments received on such securities. Each sub-fund maintains sufficiently liquid long positions in order to cover any obligations arising from its short positions. If the price of the security on which the synthetic short position is written increases between the time of the initiation of the synthetic short position and the time at which the position is closed, the sub-fund will incur a loss; conversely, if the price declines, the sub-fund will realise a short-term capital gain. Any gain will be decreased and any loss increased by the transactional costs described above.

Although a sub-fund's gain is limited to the price at which it opened the synthetic short position, its potential loss is theoretically unlimited. Stop loss policies are typically employed to limit actual losses, which would otherwise have to be covered by closing long positions.

Synthetic leverage

A sub-fund's portfolio may be leveraged by using financial derivative instruments (including OTC derivatives) i.e. as a result of its transactions in the futures, options and swaps markets. A low margin deposit is required in futures trading and the low cost of carrying cash positions permit a degree of leverage, which may result in exaggerated profits or losses to an investor. A relatively small price movement in a futures position or the underlying instrument may result in substantial losses to the sub-fund resulting in a similar decline to the net asset value per share. The writer of an option is subject to the risk of loss resulting from the difference between the premium received for the option and the price of the futures contract or security underlying the option which the writer must purchase or deliver upon exercise of the option. Contracts for differences and swaps may also be used to provide synthetic short exposure to a stock – the risks associated with using swaps are more fully disclosed below.

Insolvency risk on swap counterparties

Margin deposits made in relation to swap contracts will be held with brokers. Though there are provisions in the structure of these contracts intended to protect each party against the insolvency for the other, these provisions may not be effective. This risk will further be mitigated by the exclusive choice of reputable swap counterparties.

Potential illiquidity of exchange traded instruments and swap contracts

It may not always be possible for the Company to execute a buy or sell order on exchanges at the desired price or to liquidate an open position due to market conditions including the operation of daily price fluctuation limits. If trading on an exchange is suspended or restricted, the Company may not be able to execute trades or close out positions on terms which the Portfolio Managers believe are desirable.

Swap contracts are over-the-counter contracts with a single counterparty and may as such be illiquid. Although swap contracts may be closed out to realize sufficient liquidity, such closing out may not be possible or very expensive for the Company in extreme market conditions.

Ability to take positions through swap contracts

Insofar as provided for by the Special Investment Policy of the relevant sub-fund, the ability of such sub-fund to take short positions and to achieve leverage may be dependent on the ability to enter into swap contracts with appropriate counterparties and terms. The Company may not be able to enter into such contracts because of, for example, changes in laws, regulations or the situation of the swap counterparties.

Market Risk

The investments of the Company are subject to normal market fluctuations and the risks inherent in equity securities and similar instruments and there can be no assurances that appreciation will occur. The price of shares can go down as well as up and investors may not realise their initial investment. Although the Portfolio Managers will attempt to restrict the exposure of the Company to market movements, there is no guarantee that this strategy will be successful.

To achieve the desired level of market exposure the Company may use futures, which may result in losses to the portfolio.

Emerging Markets

Each sub-fund may invest in countries where the local stock exchanges may not yet qualify as regulated markets, which operate regularly and are recognised and open to the public.

The attention of potential investors is drawn to the fact that investments in these sub-funds are subject to a higher degree of risk. The stock markets and the economies of emerging markets are generally volatile. Investments in certain emerging markets may also be adversely affected by political developments and/or changes in local laws, taxes and exchange controls.

In some emerging markets, it is difficult to clearly identify what conditions of ownership apply to certain companies as a result of ongoing privatisation processes. Emerging markets are at an early stage of development and suffer from increased risk of expropriation, nationalisation and social, political and economic insecurity.

There follows an overview of the general risks entailed by involvement in the emerging markets:

- Counterfeit securities - due to the weakness in supervisory structures, securities purchased by the sub-fund may be counterfeit. Hence it is possible to suffer losses.
- Liquidity difficulties - the buying and selling of securities can be costlier, lengthier and in general more difficult than is the case in more developed markets. Difficulties with liquidity can also increase price volatility. Many emerging markets are small, have low trading volumes and suffer from low liquidity and high price volatility.
- Volatility – Investments in emerging markets may have more volatile performance.
- Currency fluctuations - the currencies of countries in which the sub-fund invests, compared with the currency of account of the sub-fund, can undergo substantial fluctuations once the sub-fund has invested in these currencies. Such fluctuations may have a significant effect on the sub-fund's income. It is not possible to apply currency risk hedging techniques to all currencies in emerging market countries.
- Currency export restrictions - it cannot be excluded that emerging markets limit or temporarily suspend the export of currencies. Consequently, it is not possible for the sub-fund to draw any sales proceeds without delays. To minimise the possible impact on redemption applications, the sub-fund will invest in a large number of markets.
- Settlement and custody risks - the settlement and custody systems in emerging market countries are not as well developed as those in developed markets. Standards are not as high and the supervisory authorities not as experienced. Consequently, settlement may be delayed, thereby posing disadvantages for liquidity and securities.
- Restrictions on buying and selling - in some cases, emerging markets can place restrictions on the buying of securities by foreign investors. Some equities are thus not available to the sub-fund because the maximum number allowed to be held by foreign shareholders has been exceeded. In addition, the participation of foreign investors in the net income, capital and distributions may be subject to restrictions or government approval. Emerging markets may also limit the sale of securities by foreign investors. Should the sub-fund be barred due to such a restriction from selling its securities in an emerging market, it will try to obtain an exceptional approval from the authorities responsible or to counter the negative impact of this restriction through its investments in other markets. The sub-fund will only invest in markets in which the restrictions are acceptable. However, it is not possible to prevent additional restrictions from being imposed.

- Accounting - the accounting, auditing and reporting standards, methods, practices and disclosures required by companies in emerging markets differ from those in developed markets in respect of content, quality and the deadlines for providing information to investors. It may thus be difficult to correctly evaluate the investment options.

Forward Foreign Exchange Contracts

The Company may enter into forward foreign exchange contracts. A forward foreign exchange contract is a contractually binding obligation to purchase or sell a particular currency at a specified date in the future. Forward foreign exchange contracts are not uniform as to the quantity or time at which a currency is to be delivered and are not traded on exchanges. Rather, they are individually negotiated transactions. Forward foreign exchange contracts are effected through a trading system known as the interbank market. It is not a market with a specific location but rather a network of participants electronically linked. Documentation of transactions generally consists of an exchange of telex or facsimile messages. There is no limitation as to daily price movements on this market and in exceptional circumstances there have been periods during which certain banks have refused to quote prices for forward foreign exchange contracts or have quoted prices with an unusually wide spread between the price at which the bank is prepared to buy and that at which it is prepared to sell. Transactions in forward foreign exchange contracts are not regulated by any regulatory authority nor are they guaranteed by an exchange or clearing house. The Company will be subject to the risk of the inability or refusal of its counterparties to perform with respect to such contracts. Any such default would eliminate any profit potential and compel the Company to cover its commitments for resale or repurchase, if any, at the then current market price. These events could result in significant losses.

Currency Options

The Company may acquire currency options, the value of which depend largely upon the likelihood of favourable price movements in the underlying currency in relation to the exercise (or strike) price during the life of the option. Many of the risks applicable to trading the underlying currencies are also applicable to over-the-counter options trading. In addition, there are a number of other risks associated with the trading of options including the risk that the purchaser of an option may at worst lose his entire investment (the premium it pays).

Currency Exposure

The shares may be denominated in different currencies and shares will be issued and redeemed in those currencies. Certain of the assets of the Company may, however, be invested in securities and other investments which are denominated in other currencies. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates. The Company will be subject to foreign exchange risks. The Company may engage in currency hedging but there can be no guarantee that such a strategy will prevent losses. In addition, prospective investors whose assets and liabilities are predominantly in other currencies should take into account the potential risk of loss arising from fluctuations in value between the Reference currency of a sub-fund and such other currencies.

Leverage, interest rates and margin

The Company may utilise leverage, through the use of derivatives or EPM Techniques which will increase the volatility. Leverage may take the form of trading on margin, derivative investments that are inherently leveraged, including among others, forward contracts, futures contracts and swaps. Trading securities on margin, unlike trading in futures (which also involves margin), will result in interest charges and, depending

on the amount of trading activity, such transactions costs and charges could be substantial. The amount of leverage which the Company may have outstanding at any time may be large in relation to its capital.

Whether any margin deposit will be required for OTC options and other OTC instruments, such as currency forwards, swaps and certain other derivative instruments will depend on the credit determinations and specific agreements of the parties to the transaction, which are individually negotiated.

Use of EPM Techniques

A sub-fund may enter into repurchase agreements and reverse repurchase agreements as a buyer or as a seller subject to the conditions and limits set out in Annex I to this Prospectus. If the other party to a repurchase agreement or reverse repurchase agreement should default, the sub-fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities and/or other collateral held by the sub-fund in connection with the repurchase agreement or reverse repurchase agreement are less than the repurchase price or, as the case may be, the value of the underlying securities. In addition, in the event of bankruptcy or similar proceedings of the other party to the repurchase agreement or reverse repurchase agreement or its failure otherwise to perform its obligations on the repurchase date, the sub-fund could suffer losses, including loss of interest on or principal of the security and costs associated with delay and enforcement of the repurchase agreement or reverse repurchase agreement.

A sub-fund may enter into securities lending transactions subject to the conditions and limits set out in Annex I to this Prospectus. If the other party to a securities lending transaction should default, the sub-fund might suffer a loss to the extent that the proceeds from the sale of the collateral held by the Company in connection with the securities lending transaction are less than the value of the securities lent. In addition, in the event of the bankruptcy or similar proceedings of the other party to the securities lending transaction or its failure to return the securities as agreed, the sub-fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the securities lending agreement.

The sub-funds will only use repurchase agreements, reverse repurchase agreements or securities lending transactions for the purpose of either reducing risks (hedging) or generating additional capital or income for the relevant sub-fund. When using such techniques, the sub-fund will comply at all times with the provisions set out in Annex I of this Prospectus. The risks arising from the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. Although it is expected that the use of repurchase agreements, reverse repurchase agreements and securities lending transactions will generally not have a material impact on a sub-fund's performance, the use of such techniques may have a significant effect, either negative or positive, on a sub-fund's net asset value.

High-yield securities

Sub-funds may invest in high-yield securities. Such securities are generally not exchange traded and, as a result, these instruments trade in a smaller secondary market than exchange-traded bonds. In addition, each sub-fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments (neither sub-fund is required to hedge, and may choose not to do so). High-yield securities that are below investment grade or unrated face on-going uncertainties and exposure to adverse business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than

do higher-rated securities, which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default of such securities.

Equities

The risks associated with investments in equity (and equity-type) securities include significant fluctuations in market prices, adverse issuer or market information and the subordinate status of equity in relation to debt paper issued by the same company. Potential investors should also consider the risk attached to fluctuations in exchange rates, possible imposition of exchange controls and other restrictions.

Investments in UCI and UCITS

Sub-funds that have invested at least half of their assets in existing UCI and UCITS in accordance with their particular investment policies have the structure of a fund of funds. The general advantage of a fund of funds compared with direct investment in specific funds is the broader diversification or spread of risk. In a fund of funds, portfolio diversification extends not only to its own investments because the investment objects (target funds) themselves are also governed by the stringent principles of risk diversification. A fund of funds enables the investor to invest in a product which spreads its risks on two levels and thereby minimises the risks inherent in the individual investment objects, the investment policy of the UCITS and UCI in which most investments are made being required to accord as far as possible with the sub-fund's investment policy. Certain commission payments and expenses may occur more than once when investing in existing funds (for example, commission for the depositary and the central administrative agency, management/advisory fees and issuing/redemption commission of the UCI and/or UCITS in which an investment is made). Such commission payments and expenses are charged at the level of the target fund as well as of the fund of funds.

The sub-funds may also invest in UCI and/or UCITS managed by UBS or by a company with which it is associated through common management or control or through a substantial direct or indirect stake. In this case, no issuing or redemption commission will be charged on subscription to or redemption of these shares. The twofold charging of commission and expenses referred to above does however remain.

The Portfolio Manager or its delegate may consider redeeming out of target UCITS or other UCIs which are restricted to further subscription, for purposes of operationally efficient portfolio management. Such potential redemptions may be performed regardless of the projected or expected performance of such target UCITS or other UCIs.

Potential risks to investing in contingent convertible bonds

Certain sub-funds may invest in contingent convertible bonds. Contingent convertible bonds are subordinated contingent capital securities, instruments issued by banking/insurance institutions to increase their capital buffers in the framework of new banking/insurance regulations. A contingent convertible bond is subject to certain predetermined conditions which, if triggered (commonly known as "trigger events"), will likely cause the principal amount invested to be lost on a permanent or temporary basis, or the contingent convertible bond may be converted to equity, potentially at a discounted price. Coupon payments on

contingent convertible bonds are discretionary and may also be cancelled by the issuer. Trigger events can vary but these could include the capital ratio of the issuing company falling below a certain level or the share price of the issuer falling to a particular level for a certain period of time. Holders of contingent convertible bonds may suffer a loss of capital when comparable equity holders do not. In addition the risk of capital loss may increase in times of adverse market conditions. This may be unrelated to the performance of the issuing companies. There is no guarantee that the amount invested in a contingent convertible bond will be repaid at a certain date as their termination and redemption is subject to prior authorisation of the competent supervisory authority. Furthermore, the structure of contingent convertible bonds is innovative yet untested. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. Potential price contagion and volatility to the entire asset class is possible. This risk may in turn be reinforced depending on the level of underlying instrument arbitrage. Furthermore in an illiquid market, price formation may be increasingly stressed.

Conflicts of interest

The Management Company will take all reasonable steps to identify conflicts of interest that arise in the course of managing funds and will maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps designed to identify, prevent, manage and monitor conflicts of interest in order to prevent them from adversely affecting the interests of the funds and their investors.

If the Management Company delegates one or more of its functions to a member of the UBS group of companies, it will seek to ensure that such appointment does not adversely affect investors and, in particular, it will seek to ensure that any such appointment is in the best interest of the Company and its investors.

The investor should be aware that members of the Board of Directors may face conflicts of interest due to functions that they perform as member of the Board of Directors of the Company and as director or employee of UBS, including its subsidiaries, affiliated companies, representatives or agents ("Associated Parties"). Although that the Board of Directors takes the best possible steps to avoid conflicts of interest they may be unavoidable from time to time. In the event of such unavoidable conflicts of interest, the Board of Directors will endeavour to resolve such conflicts in the best interest of the investor.

Further, the investor should be aware that the Portfolio Managers may face conflicts of interest, for example when initiating transactions in which the relevant Portfolio Manager has, directly or indirectly, a material interest. Such a conflict may arise where:

- (i) the relevant Portfolio Manager, when acting for the Company may be dealing with an Associate Party or in securities issued or placed by an Associate Party or in respect of which an Associate Party plays a role or in the issuance of which an Associate Party may have a business interest;
- (ii) the relevant Portfolio Manager, when acting for the Company is dealing with or using resources such as pricing, valuation, placement of deposits, execution and clearing of transactions, securities lending or research, provided by an Associate or in the use of which an Associate has a business interest;
- (iii) the relevant Portfolio Manager is acting for other clients and may conduct conflicting trading strategies for different clients, aggregate orders and match or cross an order executed for the Company with an order from another person which may be an Associate Party;

(iv) a director or employee of the relevant Portfolio Manager or of an Associate Party or the relevant Portfolio Manager or the Associate Party itself is a director of, holds or deals in securities of or is otherwise interested in any company whose securities are held or dealt in on behalf of the Company; and

(v) the relevant Portfolio Manager may be prevented from dealing in certain securities which are on a banned list of the Portfolio Manager. Securities may be on such a list because the relevant Portfolio Manager may be privy to non-public price sensitive information in respect of such securities or for regulatory reasons.

- **Investments in Multi Manager Access II**

A. Conditions for the issue and redemption of shares

Shares of the Company may not be offered, sold or otherwise distributed to Prohibited Persons. "Prohibited Persons" means any person, firm or corporate entity, determined in the sole discretion of the Board of Directors, as being not entitled to subscribe for or hold shares of the Company or, as the case may be, in the sub-funds:

- (i) If in the opinion of the Board of Directors such holding may be detrimental to the Company and its shareholders.
- (ii) If it may result in a breach of any law or regulation, whether Luxembourg or foreign.
- (iii) If as a result thereof the Company may become exposed to disadvantages of a tax, legal or financial nature that it would not have otherwise incurred.
- (iv) If such person would not comply with the eligibility criteria for shares (e.g. in relation to "U.S. persons" as described below).

The shares of the Company are not registered under the United States Securities Act of 1933 (the "1933 Act") or the Investment Company Act of 1940 (the "1940 Act") or any other applicable legislation in the United States.

Accordingly, Investors shall: (i) not be a U.S. Person; (ii) be a Non-United States person; and (iii) not be a United States Person as defined in Section 7701(a) of the Internal Revenue Code of 1986, as amended.

Applicants for the purchase of shares of the Company will be required to certify that they are not U.S. Persons and might be requested to proof that they are not "Prohibited Persons".

Holders of shares are required to notify the Company of any change in their domiciliation status.

Prospective investors are advised to consult their legal counsel prior to investing in shares of the Company, in order to ascertain their status as Non-United States person and as non-prohibited Persons.

"U.S. Person" means a person as described below:

Definition of U.S. Person under Regulation S of the 1033 Act:

(1) Pursuant to Regulation S of the Act, U.S. Person means:

- (i) any natural person resident in the United States;
- (ii) any partnership or corporation organized or incorporated under the laws of the United States;
- (iii) any estate of which any executor or administrator is a U.S. person;

- (iv) any trust of which any trustee is a U.S. person;
 - (v) any agency or branch of a foreign entity located in the United States;
 - (vi) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. Person;
 - (vii) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organized, incorporated, or (if an individual) resident in the United States; or
 - (viii) any partnership or corporation if: (A) organized or incorporated under the laws of any non-U.S. jurisdiction; and (B) formed by a U.S. Person principally for the purpose of investing in securities not registered under the Act, unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Act) who are not natural persons, estates or trusts.
- (2) Notwithstanding (1) above, any discretionary account or similar account (other than an estate or trust) held for the benefit or account of a non-U.S. Person by a dealer or other professional fiduciary organized, incorporated, or (if an individual) resident in the United States shall not be deemed a "U.S. Person."
- (3) Notwithstanding (1) above, any estate of which any professional fiduciary acting as executor or administrator is a U.S. Person shall not be deemed a U.S. Person if: (i) an executor or administrator of the estate who is not a U.S. Person has sole or shared investment discretion with respect to the assets of the estate; and (ii) the estate is governed by non-U.S. law.
- (4) Notwithstanding (1) above, any trust of which any professional fiduciary acting as trustee is a U.S. Person shall not be deemed a U.S. Person if a trustee who is not a U.S. Person has sole or shared investment discretion with respect to the trust assets, and no beneficiary of the trust (and no settlor if the trust is revocable) is a U.S. Person.
- (5) Notwithstanding (1) above, an employee benefit plan established and administered in accordance with the law of a country other than the United States and customary practices and documentation of such country shall not be deemed a U.S. Person.
- (6) Notwithstanding (1) above, any agency or branch of a U.S. Person located outside the United States shall not be deemed a "U.S. Person" if: (i) the agency or branch operates for valid business reasons; and (ii) the agency or branch is engaged in the business of insurance or banking and is subject to substantive insurance or banking regulation, respectively, in the jurisdiction where located.
- (7) The International Monetary Fund, the International Bank for Reconstruction and Development, the Inter-American Development Bank, the Asian Development Bank, the African Development Bank, the United Nations, and their agencies, affiliates and pension plans, and any other similar international organizations, their agencies, affiliates and pension plans shall not be deemed "U.S. Persons."

"Non-United States person" means a person as described below:

Definition of Non-United States person under CFTC Rule 4.7:

- (A) A natural person who is not a resident of the United States;
- (B) A partnership, corporation or other entity, other than an entity organized principally for passive investment, organized under the laws of a non-U.S. jurisdiction and which has its principal place of business in a non-U.S. jurisdiction;
- (C) An estate or trust, the income of which is not subject to United States income tax regardless of source;
- (D) An entity organized principally for passive investment such as a pool, investment company or other similar entity; provided, that units of participation in the entity held by persons who do not qualify as Non-United States persons or otherwise as qualified eligible persons represent in the aggregate less than 10% of

the beneficial interest in the entity, and that such entity was not formed principally for the purpose of facilitating investment by persons who do not qualify as Non-United States persons in a pool with respect to which the operator is exempt from certain requirements of part 4 of the CFTC's regulations by virtue of its participants being Non-United States persons; and

(E) A pension plan for the employees, officers or principals of an entity organized and with its principal place of business outside the United States.

The Board of Directors may refuse to issue shares to Prohibited Persons or to register any transfer of shares to any Prohibited Person. Moreover the Board of Directors may at any time forcibly redeem / repurchase the shares held by a Prohibited Person. The Board of Directors can furthermore reject an application for subscription at any time at its discretion, or temporarily limit, suspend or completely discontinue the issue of shares, in as far as this is deemed to be necessary in the interests of the shareholders as an entirety, to protect the Company, in the interests of the investment policy or in the case of endangering specific investment objectives of the Company.

Shares of available classes are issued and redeemed on every business day. A day where the issue and redemption takes place is defined as a "Dealing Day".

In this context, "business day" refers to the normal bank business days (i.e. each day on which banks are open during normal business hours during the whole day) in Luxembourg, with the exception of individual, non-statutory rest days as well as days on which exchanges in the main countries in which a sub-fund invests are closed or 50% or more sub-fund investments cannot be adequately valued. Non-statutory rest days are days on which banks and financial institutions are closed. No issue or redemption will take place on days on which the Company has decided not to calculate net asset value as described in the paragraph "Suspension of the net asset value calculation and of the issue, redemption and conversion of shares". In addition, the Company is empowered to reject subscription applications at its discretion.

Subscription and redemption applications entered with the Administrative Agent no later than by 12.00 CET (cut-off time) will be processed on the basis of the net asset value calculated for that Dealing Day in accordance with the provisions set out below. Subscription and redemption applications received after this cut-off time will be processed on the next following Dealing Day. This means that the net asset value for settlement purposes is not known when the order is placed (forward pricing). It will be calculated as of the Dealing Day on the basis of the last prices available at the time of valuation. To secure punctual forwarding to the Administrative Agent, earlier cut-off times may apply for submission of applications placed with sales agencies in Luxembourg or abroad. Information on this may be obtained from the sales agency concerned. The individual valuation principles applied are described in the paragraph that follows.

B. Net asset value

The net asset value per share of any share class is expressed in the reference currency of the share class concerned and calculated on every business day (the "Valuation Day"). The net asset value per share is calculated by dividing the overall total net assets of the sub-fund attributable to each share class by the number of shares issued in the particular share class of the sub-fund. The percentage of the net asset value which is attributable to each respective share class of a sub-fund is determined by the ratio of the shares issued in each share class to the total number of shares issued in the sub-fund, and will change each time shares are issued or redeemed.

If the total subscriptions or redemptions affecting all the share classes of a sub-fund on a single Dealing Day result in a net capital inflow or outflow, the net asset value of the share classes of the sub-fund on the

relevant Dealing Day may be adjusted (Single Swing Pricing, "SSP"). The maximum adjustment amounts to 1% of the net asset value (before adjustment). Estimated transaction costs and tax charges that may be incurred by the sub-fund as well as the estimated bid/offer spread of the assets in which the sub-fund invests may be taken into account to determine the amount of the adjustment. The adjustment leads to an increase in net asset value in case of net capital inflow in the affected sub-fund. It results in a reduction of net asset value in case of net capital outflow in the affected sub-fund. The Board of Directors can set a threshold amount for each sub-fund. This may consist of the net movement on a Dealing Day in relation to the net assets of the relevant sub-fund or to an absolute amount in the currency of the sub-fund concerned. The net asset value would be adjusted only if this threshold was to be exceeded on a Dealing Day.

Instead of the aforementioned adjustment of the net asset value, the estimated transaction costs and tax charges that may be incurred by the sub-fund as well as the estimated bid/offer spread of the assets in which the sub-fund invests may be charged to the investor directly.

The value of the assets held by each sub-fund is calculated as follows (not conclusive):

- a) Securities, derivatives and other investments listed on a stock exchange are valued at the last known market price. If the same security, derivative or other investment is quoted on several stock exchanges, the last available quotation on the stock exchange that represents the major market for this investment will apply.

In the case of securities, derivatives and other investments little traded on a stock exchange and for which a secondary market among securities traders exists with pricing in line with the market, the company may value these securities, derivatives and other investments based on these prices. Securities, derivatives and other investments that are not listed on a stock exchange, but which are traded on another regulated market which is recognised, open to the public and operates in a due and orderly fashion, are valued at the last available price on this market.

- b) Securities, derivatives and other investments that are not listed on a stock exchange or traded on another regulated market, and for which no appropriate price can be obtained, will be valued by the Company according to other principles chosen by it in good faith on the basis of the likely sales prices.
- c) The valuation of derivatives, which are not listed on a stock exchange ("OTC derivatives"), takes place by reference to independent pricing sources. In case only one independent pricing source of a derivative is available, the plausibility of the valuation price obtained will be verified by means of methods of calculation recognised by the company and the auditors, based on the market value of the underlying instrument from which the derivative is derived.

- d) Shares of other UCITS and/or other UCIs will be valued at their last net asset value.

- e) For money market instruments, the valuation price will be gradually adjusted to the redemption price, based on the net acquisition price and retaining the ensuing yield. In the event of a significant change in market conditions, the basis for the valuation of different investments will be brought into line with the new market yields.

For sub-funds that predominantly invest in money market instruments, securities with a residual maturity of less than 12 months are valued in accordance with the guidelines for money market instruments.

- f) Securities and other investments that are denominated in a currency other than the currency of account of the relevant sub-fund and which are not hedged by means of currency transactions are valued at the middle currency rate (midway between the bid and offer rate) obtained from external price providers.

- g) Time deposits and fiduciary investments are valued at their nominal value plus accumulated interest.
- h) The value of swap transactions is calculated by the swap counterparty on the basis of the net present value of all cash flows, both inflows and outflows. This valuation method is recognised by the company and checked by the auditors.
- i) For sub-funds that predominantly invest in money market instruments, interest income earned by sub-funds up to and including the second valuation date following the valuation date concerned is included in the valuation of the assets of the sub-funds concerned. The asset value per share on a given valuation date therefore includes projected interest earnings as at two valuation days hence.

In circumstances where the interests of the Company or its shareholders so justify (avoidance of market timing practices, for example), the Directors may take any appropriate measures, such as applying a fair value pricing methodology to adjust the value of the Company's assets.

The Company is authorized to apply other generally recognized and auditable valuation criteria chosen in good faith in order to achieve an appropriate valuation of the net asset value if, due to extraordinary circumstances, a valuation in accordance with the above-mentioned regulations proves to be unfeasible or inaccurate.

In the case of extraordinary circumstances, additional valuations, which will affect the prices of the shares to be subsequently issued or redeemed, may be carried out within one Valuation Day.

C. Market-Timing and Late Trading

Investors are informed that the Board of Directors of the Company is entitled to take adequate measure in order to prevent practices known as "Market-Timing" in relation to investments in the Company. The Board of Directors of the Company will also ensure that the relevant cut-off time for requests for subscription, redemption and conversion are complied with to prevent practices known as "Late Trading". In the event of recourse to distributors, the Board of Directors of the Company will ensure that the relevant cut-off time is duly complied with by any distributor.

The Board of Directors of the Company is entitled to reject requests for subscription and conversion in the event that it has knowledge or suspicions of the existence of such practices. In addition, the Board of Directors of the Company is authorized to take any further measures deemed appropriate to prevent the above mentioned practices, without prejudice however to the provisions under Luxembourg law.

D. Issue of shares

The issue prices of shares of each class are calculated according to the paragraph "Net asset value". Shareholders should note that the net asset value may be adjusted in accordance with the Single Swing Pricing policy set out in the section "Net asset value" above and that any reference to the issue price of shares is to the net asset value as may be adjusted pursuant to such Single Swing Pricing policy.

The issue price is based on the net asset value per share plus an issuing commission at a maximum of 6% of the net asset value in favour of any appointed sales agencies. **In case of a subscription, the fees (brokerage fees, etc.), which arise on average for the sub-fund in order to invest the amount subscribed, can be invoiced to the investor.** Any taxes, commissions and other fees incurred in the respective countries in which shares are sold will also be charged.

Subscriptions for shares of the Company are accepted at the issue price of the relevant class of shares by the Company, the Management Company, the Administrative Agent as well as any any appointed sales agencies and paying agents, which forward them to the Administrative Agent.

Payment must be received by the Depositary at the latest three business days in Luxembourg after the Dealing Day. The shares will be transferred to the investors concerned without delay upon payment of the full issue price. The Company may decide to issue classes of shares as non-certificated registered shares. Fractions of shares will be issued up to the third decimal. Upon request and against payment by the shareholder of all incurred expenses, the Company may also decide to issue share certificates in physical form. The Company reserves the right to issue share certificates in denominations of 1 or more shares, however fractions of shares, will not be issued in certificate form. All shares of each class have the same rights. However, the Articles of Incorporation envisage the possibility of establishing within a sub-fund various share classes with specific features.

The Company issues registered shares only. This means that the shareholder status of the investor in the Company with all associated rights and obligations will be based on the respective investor's entry in the Company's register. A conversion of registered shares into bearer shares may not be requested. The shareholders should bear in mind that the registered shares may be also cleared via recognised external clearing houses like Clearstream and Euroclear.

The Company at its discretion may accept subscriptions in kind, in whole or in part. However in this case the investments in kind must be in accordance with the respective sub-fund's investment policy and restrictions. In addition these investments will be audited by the auditor appointed by the Company. The related costs are borne by the investor.

E. Redemption of shares

Shareholders can request redemption of their shares for each Dealing Day by making an irrevocable redemption application to the Company, the Administrative Agent or to any sales agencies authorised to accept such applications. Redemption applications must be accompanied by any certificates, which might have been issued. Any taxes, commissions and other fees incurred in the respective countries in which sub-fund shares are sold will be charged to the investor.

The development of the net asset value determines whether the redemption price is higher or lower than the issue price paid by the investor. Shares will be redeemed at the net asset value per share on the relevant Dealing Day. Shareholders should note that the net asset value may be adjusted in accordance with the Single Swing Pricing policy set out in the section "Net asset value" above and that any reference to the redemption price of shares is to the net asset value as may be adjusted pursuant to such Single Swing Pricing policy.

Redemption payments are effected under normal circumstances within 3 business days after the applicable Dealing Day. In the event of an excessively large volume of redemption applications, the Company may decide to delay execution of the redemption applications until the corresponding assets of the sub-fund are sold without unnecessary delay. If such a measure is necessary, all redemption orders received on the same day will be settled at the same price.

The Company at its discretion may decide, with the approval of the relevant investor, to effect redemptions in kind, in whole or in part. Investors are free to refuse the redemption in kind and to insist upon cash

redemption payment in the reference currency of the relevant sub-fund or class of shares. Where investors agree to accept a redemption in kind they will, to the extent possible, receive a representative selection of the sub-fund's holding in securities, cash and other assets pro rata to the number of shares redeemed. In addition these redemptions will be audited by the auditor appointed by the Company. The related costs are borne by the investor.

If the value of the portion of a share class on the total net asset value of a sub-fund falls below or has not reached a certain level set by the Board of Directors as the minimum level for an economically efficient management of this share class, the Board of Directors may decide to redeem all shares of this class - upon payment of the redemption price - on a business day to be determined by the Board of Directors. In no event, investors of both the class concerned and other investors in the relevant sub-fund shall bear any additional costs or suffer any other financial disadvantages as a result of this redemption.

F. Conversion of shares

Generally, the shareholder may request conversion of their shares for each Dealing Day into shares of another sub-fund or another share class of the same sub-fund.

However, the following exceptions apply:

- The conversion is only possible into shares of a class or sub-fund open for further subscriptions; no conversion is possible if the issue of shares by the sub-fund has been suspended.
- The right to convert shares is subject to compliance with any conditions applicable to the share class or sub-fund into which conversion is to be effected.
- Conversions can only be made for a defined number of shares.

The same procedures apply to the submission of conversion applications as apply to the issue and redemption of shares.

The number of shares to convert into is calculated with the following formula:

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

where:

- α = number of shares of the new sub-fund or the share class in which to convert
- β = number of shares of the sub-fund or the share class from which to convert
- χ = net asset value of the shares presented for conversion
- δ = foreign exchange rate between the sub-funds or the share classes concerned. If both sub-funds or share classes are valued in the same currency of account, this coefficient equals 1
- ε = net asset value per share of the sub-fund and/or share class in which the conversion shall be performed plus any taxes, commissions or other fees.

For the conversion, a maximum conversion commission of 3 % (calculated on the net asset value per share of the sub-fund and/or share classes in which to convert) may be charged in favour of any appointed sales agencies.

Any fees, taxes and stamp duties incurred in the respective countries upon changing sub-funds are charged to the shareholders.

A conversion from class R shares into shares of class I is not possible.

G. Prevention of money laundering

The Administrative Agent and any appointed sales agencies must obey the provisions of the Luxembourg law on the prevention of money laundering and in particular of the law of 12 November 2004, and the laws of 5 April 1993 and 11 August 1998 concerning the financial sector, as well as subsequent regulations issued by the Luxembourg government or supervisory authorities.

Amongst other things, the subscriber must furnish proof of his or her identity to the Administrative Agent and the sales agency or the distributor which accepts his or her subscription. The Administrative Agent and any sales agency or distributor is to request the following identification documents from the person buying Company shares: for individuals a certified copy of the passport/identity card (certified by the Administrative Agent or the sales agency or distributor or by the local administrative authority); for companies or other legal entities a certified copy of the articles of incorporation, a certified copy of the extract from the Commercial Register, a copy of the most recently published annual accounts, the complete name of the material beneficial owner, i.e. the final shareholders.

The Administrative agent must ensure that the sales agencies and distributors adhere strictly to the aforementioned identification procedures. The Administrative Agent and the Company can, at any time, demand assurance from the sales agency that the procedures are being adhered to. The Administrative Agent controls adherence to the aforementioned provisions for all subscription and redemption applications which it receives from sales agencies or distributors in countries which do not impose on such intermediary an obligation to identify investors equivalent to that required under Luxembourg or EU laws for the prevention of money laundering and terrorist financing.

Furthermore, any sales agencies and its distributors must obey all regulations to prevent money laundering and terrorist financing which are in force in their respective countries.

H. Suspension of the net asset value calculation and of the issue, redemption and conversion of shares

The Company may temporarily suspend calculation of the net asset value and hence the issue and redemption of shares for one or more sub-funds and the conversion between the individual sub-funds or classes of shares when:

- one or more stock exchanges or markets in which the valuation of a major part of the total net assets is based are closed outside of normal business days or trading is suspended or when these stock exchanges and markets are exposed to limitations or temporary severe fluctuations;
- events beyond the control, liability or influence of the Company make it impossible to access the Company's assets under normal conditions or such access would be detrimental to the interests of the shareholders;
- disruptions in the communications network or any other reason make it impossible to calculate the value of a considerable part of the total net assets;

- if, owing to restrictions on exchange and asset transfers, the Company can no longer transact its business.

A suspension of the calculation of the net asset value, a suspension of the issue or redemption of shares and a suspension of the conversion between sub-funds or classes of shares will be notified without delay to all the responsible authorities in those countries in which shares of the Company are approved for sale to the public as well as notified to the shareholders as provided under "Information to shareholders" below.

In addition, the Company is empowered

- a) to refuse subscription applications at its own discretion;
- b) to compulsorily redeem shares at any time which were subscribed to or purchased in defiance of an exclusion order.

I. Distribution of income

The general meeting of shareholders of the respective sub-funds or classes of shares shall decide, at the proposal of the Board of Directors and after closing the annual accounts per sub-fund, whether and to what extent distributions are to be paid out by each sub-fund or share class, provided that such sub-fund or share class gives right to distribution payments. The payment of distributions must not result in the net assets of the Company falling below the minimum amount of assets prescribed by law. If a distribution is made, payment will be effected no later than four months after the end of the financial year.

The Board of Directors is authorized to pay interim dividends and to suspend the payment of distributions.

Entitlements to distributions and allocations not claimed within five years of falling due shall lapse and be paid back into the sub-fund or share class concerned. If the sub-fund or share class in question has already been liquidated, the distributions and allocations will accrue to the remaining sub-funds of the Company or to the remaining share classes of the same sub-fund in proportion to their respective net assets. At the proposal of the Board of Directors, the general meeting of shareholders may decide to issue bonus shares as part of the distribution of net investment income and capital gains. An income equalization amount will be calculated so that the distribution corresponds to the actual income entitlement.

Distributions are made upon submission of the coupons if certificates have been issued for the shares. The method of payment is determined by the Company.

No distributions will be made in relation to classes of shares the features of which provide for an accumulation policy.

J. Taxes and expenses

Tax

The Company is subject to Luxembourg legislation. It is up to the purchasers of shares to seek information on the laws and regulations governing the purchase, possession and sale of shares at their place of residence and for people of their nationality.

In conformity with current legislation in the Grand Duchy of Luxembourg, the Company is not subject to any Luxembourg withholding, income, capital gains or wealth taxes.

According to the tax legislation currently in force, shareholders are not required to pay any income, gift, inheritance or other tax in Luxembourg, unless they are domiciled in Luxembourg, have a residence in Luxembourg or maintain a permanent establishment there, or else was formerly resident in Luxembourg and holds more than 10% of the total net assets.

However, prospective investors should keep themselves informed of the possible taxes applicable to the acquisition, holding, converting and disposal of shares of the Company and to distributions in respect thereof under the laws of their countries of citizenship, residence or domicile.

However, the Company is subject to the Grand Duchy of Luxembourg's "taxe d'abonnement", which is payable at the end of every quarter. This tax is calculated on the total net assets of each class at the end of every quarter. The tax is levied at a rate of 0.05% of the total net assets. The rate is reduced to 0.01% in respect of classes reserved to institutional investors. The value of the assets represented by shares held in other Luxembourg undertakings for collective investment that already pay a taxe d'abonnement will be excepted from any taxe d'abonnement.

Taxation in accordance with European law

Investors should be aware that the Luxembourg Law of 21 June 2005 has replaced Council Directive 2003/48/EC dated 3 June 2003 concerning the taxation of interest. Since 1 July 2005, this law has provided for the imposition of a withholding tax on cross-border interest payments to individuals domiciled in the EU or alternatively an automatic exchange of information. It includes distributions and dividends payable by investment funds which invest more than 15%, and earnings from the assignment or repayment of units in investment funds which invest more than 25% in debt instruments and claims as defined by the EU taxation of interest.

As of 1 January 2015 the option to deduct withholding tax from interest payments to EU-resident individuals is no longer applied in Luxembourg. Where the Directive is applicable, a paying agent in an EU Member State is required to provide to its home tax authorities details of payments of interest or (as relevant to the Company) deemed interest paid by it to or for the benefit of an individual resident in another EU Member State which will be shared with the tax authorities of that other EU Member State.

Shareholders should note that the European Commission has proposed an extension of the scope of the Directive to include all investment funds or schemes, whether or not they are constituted as UCITS, and certain other changes. Draft amendments have not been published and whilst the consultation process continues it remains uncertain if, or when, any changes will be implemented.

Foreign Account Tax Compliance Act ("FATCA")

Under an Intergovernmental Agreement ("IGA") concluded between Luxembourg and the United States of America ("U.S."), the Company will be classified as a Deemed Compliant Financial Institution for the purposes of FATCA. The main purpose of the legislation is to require Financial Institutions to identify and report the financial accounts of "Specified U.S. Persons", as defined by the IGA. In order to do so, shareholders may be required to provide further information regarding themselves on request. From 1 July 2014, the Company will report the financial accounts held by Specified U.S. Persons to the Luxembourg tax authorities, who will then provide such information to the U.S. Internal Revenue Services. Any shareholder refusing to provide the requisite information will also be reported.

Prospective investors should consult their own tax advisor with regard to the U.S. federal, state, local and non-U.S. tax reporting and certification requirements associated with an investment in the Company.

Furthermore, prospective investors should be aware that additional automatic exchange of information regimes are due to be introduced from 1 January 2016 and that these may apply to holdings in the Company.

The term "Specified U.S. Person" means a U.S. citizen or resident individual, a partnership or corporation organised in the U.S. or under the laws of the U.S. or any State thereof, a trust if i) a court within the U.S. would have authority under applicable law to render orders or judgments concerning substantially all issues regarding administration of the trust, and ii) one or more Specified U.S. Persons have the authority to control all substantial decisions of the trust, or an estate of a decedent that is a citizen or resident of the U.S. This section shall be interpreted in accordance with the U.S. Internal Revenue Code.

Expenses paid by the Company

The Company and, more specifically, its different classes of shares, will bear a monthly flat fee calculated on the average net assets attributable to this share class and payable monthly (the "Flat Fee") as listed below:

| Name of sub-fund of Multi Manager Access II | Maximum Flat Fee (p.a.) |
|---|-------------------------|
| - European Multi Credit | 0.85% |
| - US Multi Credit | 0.85% |
| - Global Fixed Income Enhanced Strategies | 0.40% |
| - Flexible | 0.35% |
| - Emerging Markets Debt | 1.25% |
| - High Yield | 1.25% |

In accordance with the table above, the Flat Fee covers the following fees, costs and expenses of the Company, each sub-fund and class:

1. fees, costs and expenses of the Depositary;
2. fees, costs and expenses of the Administrative Agent;
3. fees, costs and expenses of the Management Company;
4. fees, costs and expenses of the Advisor and the Currency Manager;
5. fees, costs and expenses of the Portfolio Managers and any delegate(s) of the Portfolio Managers and the Transition Advisor; and
6. fees, costs and expenses in relation to distribution activities relating to the shares of the Company (including the costs and fees incurred in maintaining registration of the Company in foreign countries with competent authorities).

Operation and administration expenses of the Company

In addition to the fees, costs and expenses covered by the Flat Fee, the Company bears all expenses which are operational and administrative expenses, which will include but not be limited to:

- all taxes which may be due on the assets and the income of the Company (including the applicable subscription tax);
- any custody charges of banks and financial institutions to whom custody of assets of the Company is entrusted;
- usual banking fees due on transactions involving securities or other assets (including derivatives) held in the portfolio of the Company (such fees to be included in the acquisition price and to be deducted from the selling price);
- the fees, expenses and all reasonable out-of-pocket expenses properly incurred by the Company;
- legal fees and expenses incurred by the Company, the Management Company or the Portfolio Managers while acting in the interests of the shareholders (including, for the avoidance of doubt, any legal fees and expenses relating to any re-structuring of the Company or any of its sub-fund(s));
- the cost of accounting, bookkeeping and calculating the net asset value;
- the costs of preparing, in such languages as are necessary for the benefit of the shareholders (including the beneficial holders of the Shares), and distributing (but not printing) annual and semi-annual reports and such other reports or documents as may be required under applicable laws or regulations;
- the cost of preparing notices to the shareholders and all costs of transactions (broker's normal commission, fees, taxes, etc.) connected with administration of the Company's assets;
- charges and costs of approvals and supervision of the Company in Luxembourg and abroad;
- costs and expenses of printing of the Articles of Incorporation, Prospectus and annual and semi-annual reports and of preparing and/or filing and printing the Articles of Incorporation and all other documents concerning the Company (in such languages as are necessary), including registration statements, prospectuses and explanatory memoranda with all authorities (including local securities dealers' associations) having jurisdiction over the Company or the offering of shares of the Company;
- costs and expenses related to the publications of the net asset value and the publication of notices to investors;
- fees and expenses charged in connection with listing the Company's shares on any stock exchange or regulated market;
- fees and other costs for the payment of dividends to shareholders;
- audit fees, costs and expenses (including the fees and expenses of the Auditor);
- fees and expenses in relation to KIID production, translation and filing to regulators.

The Company may accrue in its accounts of administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

All costs which can be allocated accurately to individual sub-funds and/or individual share classes will be charged to these sub-funds and classes. Costs pertain to several or all sub-funds or classes will be charged to the sub-funds or classes concerned in proportion to their relative net asset values or on such other basis reasonably determined by the Company or the Management Company.

The costs involved in launching new sub-funds will be written off over a period of up to five years in the respective sub-funds only.

- **Information to Shareholders**

A. Regular reports and publications

An annual report is published for each sub-fund and the Company as a whole as of July 31 and a semi-annual report as of January 31.

These reports contain a breakdown of each sub-fund or class of shares in the relevant reference currency. The consolidated breakdown of assets for the Company as a whole is given in EUR.

The annual report, which is published within four months of the end of the financial year, contains the annual accounts audited by the auditors of the Company.

The annual and semi-annual reports are available to shareholders at the registered office of the Company and of the Depositary.

The issue and redemption price of the shares of each sub-fund or class of shares is available in Luxembourg at the registered office of the Company and of the Depositary.

Notices to shareholders will be sent by registered mail to the address of the shareholders in the register of shareholders or published in a Luxembourg daily newspaper and, if necessary, in foreign daily newspapers.

B. Lodgment of documents and regular reports

The following documents are available for inspection at the registered office of the Company, upon request from the Management Company:

1. the Articles of Incorporation;
2. the Prospectus;
3. the KIIDs;
4. the articles of incorporation of the Management Company;
5. the latest annual reports;
6. the management company agreement;
7. the portfolio management agreement(s);
8. the depositary agreement;
9. the central administration agreement;
10. the latest net asset value of the relevant share class within the relevant sub-fund;
11. the historical performance of the Company.

The above agreements may be amended from time to time by consent of the parties involved. A copy of the Prospectus, KIID, the most recent financial statements and the Articles may be obtained free of charge upon request at the registered office of the Company.

Liquidation and Merging of the Company, its sub-funds and share classes

A. Liquidation of the Company, its sub-funds and share classes

The Company can be dissolved at any time by the general meeting of shareholders in due observance of the legal conditions governing the quorum and necessary majority.

If the total net assets of the Company fall below two thirds or one quarter of the prescribed minimum capital, the Board of Directors must ask for a vote by the general meeting of shareholders on whether to liquidate the Company. If the Company is liquidated, settlement will be carried out by one or more

liquidators. If the Company is dissolved, the liquidation shall be carried out by one or more liquidators to be designated by the general meeting, which shall also determine their sphere of responsibility and remuneration. The liquidators shall realize the Company's assets in the best interests of the shareholders and distribute the net proceeds from the liquidation of the sub-funds or of the share classes to the shareholders of said sub-funds or share classes in proportion to their respective holdings. Any liquidation proceeds which cannot be distributed to the shareholders shall be deposited with the "Caisse de Consignation" in Luxembourg until expiry of the prescription period.

If the total value of a sub-fund's or a share class's total net assets falls to a level that does no longer allow the sub-fund or the share class to be managed in an economically reasonable way (estimated at EUR 10 million or its equivalent in any other currency for a sub-fund) or if the political or economic environment changes, the Board of Directors may demand the liquidation of one or more sub-funds or share classes.

Regardless of the Board of Directors' rights, the general meeting of shareholders of a sub-fund can reduce the Company capital at the proposal of the Board of Directors by withdrawing shares issued by a sub-fund and refunding shareholders with the net asset value of their shares. The net asset value is calculated for the day on which the decision comes into force, taking into account the actual price realized on liquidating the sub-fund's assets and any costs arising from this liquidation.

The shareholders of the respective sub-fund will be informed of the decision of the general meeting or of the Board of Directors to withdraw the shares via a corresponding bulletin sent by registered mail or published in the "Mémorial" and in a Luxembourg daily newspaper as well as, if necessary, in the official publications specified for the respective countries in which Company shares are sold. The countervalue of the net asset value of shares liquidated which have not been presented by shareholders for redemption shall be deposited with the "Caisse de Consignation" in Luxembourg until expiry of the prescription period.

B. Merger of sub-funds or one sub-fund with another undertaking for collective investment (UCI)

In the same circumstances as mentioned above in the third paragraph of section A above, the Board of Directors may decide to cancel shares of a sub-fund and to allocate the corresponding shareholders shares in another sub-fund or in another UCITS in accordance with the provisions of the Law of 2010. Regardless of the powers conferred on the Board of Directors in this paragraph, the decision to merge funds as described herein may also be taken by a general meeting of shareholders of the sub-fund concerned.

The shareholders will be informed of the decision to merge by way of publication in a Luxembourg daily newspaper or by registered mail. During a period of 30 days following the publication of such a decision, shareholders are authorized to redeem all or a part of their shares at their net asset value – free of charge – in accordance with the guidelines outlined in the paragraph "Redemption of shares". Shares not presented for redemption will be exchanged on the basis of the net asset value of the shares of the sub-fund concerned calculated for the day on which this decision will take effect.

C. General meeting of shareholders

For both the liquidation and merger of sub-funds, no minimum quorum is required at the general meeting of shareholders and decisions can be approved by a simple majority of those attending the general meeting or shareholders voting by proxy.

- **Applicable Law, Place of Performance and Authoritative Language**

The Luxembourg District Court is the place of performance for all legal disputes between the shareholders, the Company, the Management Company and the Depositary. Luxembourg law applies. However, in matters concerning the claims of investors from other countries, the Company, the Management Company and/or the Depositary can elect to make themselves subject to the jurisdiction of the countries in which Company shares were bought and sold.

Investors will not acquire any direct legal interest in investments made by the Company or any sub-fund. As Member State of the European Union, the Grand Duchy of Luxembourg applies Council Regulation (EC) No 44/2001 of 22 December 2000 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters, as may be amended, supplemented or replaced from time to time. Luxembourg also adheres to other treaties and conventions on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters and, in the absence of an EU regulation, a treaty or a convention, Luxembourg courts can, under certain conditions grant exequatur (enforcement) to a foreign judgment in Luxembourg.

In the case of Company shares sold to investors from the other countries in which Company shares can be bought and sold, the Company may recognize approved translations (i.e. approved by the Company) into the languages concerned as binding upon itself. In any case, the English version of this Prospectus is the authoritative version.

- **Investment Restrictions**

The investment restrictions applicable to each sub-fund of the Company are set out in Annex I to this Prospectus, provided that additional investment guidelines and restrictions can be made applicable to a sub-fund in the section “Special Investment Policy of the Sub-Funds” below.

Certain sub-funds may be sub-divided into different portfolios of assets (“Dedicated Portfolios”). A Dedicated Portfolio is a portfolio of assets of a particular sub-fund under the individual management of an eligible Portfolio Manager. Each Dedicated Portfolio is operationally segregated from other Dedicated Portfolios of the same sub-fund.

Special Investment Policy of the sub-funds

Subject always to the investment restrictions set out in Annex I to this Prospectus, the investment objective and strategy of each of the sub-fund are as follows. For the avoidance of doubt any sub-fund (except for the sub-fund Multi Manager Access II - Global Fixed Income Enhanced Strategies) may have exposure to following asset classes and subject to the following limits:

- (a) asset-backed-securities: max 15% of the net assets of the relevant Sub-fund;
- (b) mortgage-backed-securities: max 15% of the net assets of the relevant Sub-fund;
- (c) contingent convertible bonds: max 15% of the net assets of the relevant Sub-fund; and
- (d) distressed securities: 10% of the net assets of the relevant Sub-fund.

The sub-fund Multi Manager Access II - Global Fixed Income Enhanced Strategies will not have any direct exposure to such assets.

Multi Manager Access II – European Multi Credit

The investment objective of the sub-fund is to seek long-term real returns. No guarantee can be given that this investment objective will be achieved.

The Portfolio Managers intend to pursue the investment objective of the sub-fund by investing primarily in fixed income instruments which are principally denominated in EUR via Dedicated Portfolios. In the context of the Dedicated Portfolios, the investment restrictions apply on a consolidated basis. The Portfolio Managers may also employ derivatives in achieving the investment objective of the sub-fund.

For liquidity purposes, the sub-fund may also hold money market instruments, cash or cash equivalents.

The sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

Multi Manager Access II – US Multi Credit

The investment objective of the sub-fund is to seek long-term real returns. No guarantee can be given that this investment objective will be achieved.

The Portfolio Managers intend to pursue the investment objective of the sub-fund by investing primarily in fixed income instruments which are principally denominated in USD via Dedicated Portfolios. In the context of the Dedicated Portfolios, the investment restrictions apply on a consolidated basis. The Portfolio Managers may also employ derivatives in achieving the investment objective of the sub-fund.

For liquidity purposes, the sub-fund may also hold money market instruments, cash or cash equivalents.

The sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

Multi Manager Access II – Global Fixed Income Enhanced Strategies

The investment objective of the sub-fund is to seek to achieve real returns. No guarantee can be given that this investment objective will be achieved.

The Portfolio Managers intend to pursue the investment objective of the sub-fund by investing primarily in fixed income instruments, in target UCIs or via Dedicated Portfolios which primarily pursue fixed income strategies and which are principally denominated in EUR. In the context of the Dedicated Portfolios, the investment restrictions apply on a consolidated basis. The Portfolio Managers may also employ derivatives in achieving the investment objective of the sub-fund.

For liquidity purposes, the sub-fund may also hold money market instruments, cash or cash equivalents.

The regulated target UCIs in which the sub-fund may invest may be either listed or unlisted, either open ended or closed ended. The sub-fund may invest up to 100% of its net assets in target UCIs provided that no more than 20% of its net assets are invested in units of a single target UCITS or other UCI. If a target UCITS or other UCI has multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit. Investments made in units of target UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the sub-fund.

Multi Manager Access II – Flexible

The investment objective of the sub-fund is to seek to achieve long-term real return. No guarantee can be given that this investment objective will be achieved.

The Portfolio Manager intends to pursue the investment objective of the sub-fund by investing primarily in secured and unsecured debentures, notes, similar fixed- and variable-rate interest-bearing transferable securities (debt securities and claims), convertible bonds, convertible notes, bonds cum warrant, warrants on transferable securities, equities, money market instruments, participation certificates (equities and equity rights), equity linked notes short-term transferable securities and other participation certificates. Further, the Portfolio Manager may also invest in eligible target UCIs. The Portfolio Manager may also seek exposure via futures, options and swaps (e.g. swaps, total return swaps, credit default swaps) on financial instruments and may transact deals in e.g. options, contracts for difference, not only for hedging purposes but also for investment purposes. All investments are done in accordance with the constraints set out under the section "Investment Restrictions".

The sub-fund's exposure will not exceed two times the Net Asset Value of the sub-fund.

Shares of the sub-fund may also be subscribed and held by investors who do not have a discretionary asset management mandate with UBS.

Multi Manager Access II – Emerging Markets Debt

The investment objective of the sub-fund is to seek long-term real returns. No guarantee can be given that this investment objective will be achieved.

The Portfolio Managers intend to pursue the investment objective of the sub-fund by investing primarily in fixed income instruments which are principally denominated in USD via Dedicated Portfolios which pursue fixed income strategies in emerging markets. In the context of the Dedicated Portfolios, the investment restrictions apply on a consolidated basis. The Portfolio Managers may also employ derivatives in achieving the investment objective of the sub-fund.

For liquidity purposes, the sub-fund may also hold money market instruments, cash or cash equivalents.

The sub-fund will not invest more than 10% of its net assets in units or shares of UCITS or other UCIs.

Multi Manager Access II – High Yield

The investment objective of the sub-fund is to seek long-term real returns. No guarantee can be given that this investment objective will be achieved.

The Portfolio Managers intend to pursue the investment objective of the sub-fund by investing primarily in high-yield fixed income instruments via Dedicated Portfolios or units or shares of UCITS or other UCIs. In the context of the Dedicated Portfolios, the investment restrictions apply on a consolidated basis. The Portfolio Managers may also employ derivatives in achieving the investment objective of the sub-fund.

For liquidity purposes, the sub-fund may also hold money market instruments, cash or cash equivalents.

ANNEX 1 - INVESTMENT RESTRICTIONS

The Company and the sub-funds are subject to the investment restrictions set forth below. The management of the assets of the sub-funds will be undertaken within the following investment restrictions.

A sub-fund may be subject to additional investment restrictions set out in the relevant section of the Prospectus.

1. INVESTMENT INSTRUMENTS AND RESTRICTIONS

1.1 The Company's investments may consist solely of:

- (a) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange in an EU Member State;
- (b) Transferable Securities and Money Market Instruments dealt on another Regulated Market;
- (c) Transferable Securities and Money Market Instruments admitted to official listing on a stock exchange or dealt in on another regulated market in any country of Western or Eastern Europe, Asia, Oceania, the American continents or Africa;
- (d) new issues of Transferable Securities and Money Market Instruments, provided that: (i) the terms of issue include an undertaking that application will be made for admission to official listing on any stock exchange or other Regulated Market referred to in paragraphs 1.1(a), (b) and 1.1(c) above; (ii) such admission is secured within a year of issue;
- (e) units of UCITS and/or other UCIs within the meaning of article 1, paragraph (2), points a) and b) UCITS Directive, whether situated in an EU Member State or not, provided that: (i) such other UCIs are authorised under laws which provide that they are subject to supervision that is considered by the Luxembourg supervisory authority to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured; (ii) the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive; (iii) the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period; (iv) no more than 10% of the net assets of the UCITS or other UCI whose acquisition is contemplated, can, according to their fund rules or constitutional documents, be invested in aggregate in units of other UCITS or other UCIs;
- (f) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-EU Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law;
- (g) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a Regulated Market referred to in Paragraph 1.1(a), (b) and (c) of this Annex I; and/or OTC Derivatives, provided that: (i) the underlying consists of instruments covered by this Paragraph 1.1, financial indices, interest rates, foreign exchange rates or currencies, in which a sub-fund may invest according to its investment objectives as stated in this Prospectus; (ii) the counterparties to OTC Derivative transactions are First Class Institutions; and (iii) the OTC Derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company's initiative;

- (h) Money Market Instruments other than those dealt in on a Regulated Market if the issuer or issuer of such instruments is itself regulated for the purpose of protecting investors and savings, and provided that they are: (i) issued or guaranteed by a central, regional or local authority or central bank of an EU Member State, the European Central Bank, the EU or the European Investment Bank, a non-EU Member State or, in the case of a federal State, by one of the members making up the federation, or by a public international body to which one or more EU Member States belong; or (ii) issued by an undertaking, any securities of which are listed on a stock exchange or dealt in on Regulated Markets referred to in Paragraph 1.1(a), 1.1(b) or 1.1(c) of this Annex I; or (iii) issued or guaranteed by an establishment subject to prudential supervision, in accordance with criteria defined by EU law, or by an establishment which is subject to and complies with prudential rules considered by the CSSF to be at least as stringent as those laid down by EU law; or (iv) issued by other bodies belonging to the categories approved by the CSSF provided that investments in such instruments are subject to investor protection rules equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least €10 million and which (A) represents and publishes its annual accounts in accordance with Directive 78/660/EEC, (B) is an entity which, within a group of companies which includes one or several listed companies, is dedicated to the financing of the group or (C) is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

- 1.2 However, each sub-fund may: (a) invest up to 10% of its net assets in Transferable Securities and Money Market Instruments other than those referred to under Paragraph 1.1 of this Annex I and (b) hold liquid assets on an ancillary basis.

Risk diversification

- 1.3 In accordance with the principle of risk diversification, the Company is not permitted to invest more than 10% of the net assets of a sub-fund in Transferable Securities or Money Market Instruments of one and the same issuer. The total value of the Transferable Securities and Money Market Instruments in each issuer in which more than 5% of the net assets are invested, must not exceed 40% of the value of the net assets of the respective sub-fund. This limitation does not apply to deposits and OTC Derivative transactions made with financial institutions subject to prudential supervision.
- 1.4 The Company is not permitted to invest more than 20% of the net assets of a sub-fund in deposits made with the same body.
- 1.5 The risk exposure to a counterparty of a sub-fund in an OTC Derivative and EPM Techniques transaction may not exceed: (a) 10% of its net assets when the counterparty is a credit institution referred to in Paragraph 1.1(f) of this Annex I or (b) 5% of its net assets, in other cases.
- 1.6 Notwithstanding the individual limits laid down in Paragraphs 1.3, 1.4 and 1.5 of this Annex I, a sub-fund may not combine: (a) investments in Transferable Securities or Money Market Instruments issued by, (b) deposits made with, and/or (c) exposures arising from OTC Derivative transactions undertaken with, a single body in excess of 20% of its net assets.
- 1.7 The 10% limit set forth in Paragraph 1.3 of this Annex I can be raised to a maximum of 25% in case of certain bonds issued by credit institutions which have their registered office in an EU Member State and are subject by law, in that particular country, to specific public supervision designed to ensure the protection of bondholders. In particular the funds which originate from the issue of these bonds are to be invested, in accordance with the law, in assets which sufficiently cover the financial obligations

resulting from the issue throughout the entire life of the bonds and which are allocated preferentially to the payment of principal and interest in the event of the issuer's failure. Furthermore, if investments by a sub-fund in such bonds with one and the same issuer represent more than 5% of the net assets, the total value of these investments may not exceed 80% of the net assets of the corresponding sub-fund.

- 1.8 The 10% limit set forth in Paragraph 1.3 of this Annex I can be raised to a maximum of 35% for Transferable Securities and Money Market Instruments that are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State, or by public international organisations of which one or more EU Member States are members.
- 1.9 Transferable Securities and Money Market Instruments which fall under the special ruling given in Paragraphs 1.7 and 1.8 of this Annex I are not counted when calculating the 40% risk diversification ceiling mentioned in Paragraph 1.3 of this Annex I.
- 1.10 The limits provided for in Paragraphs 1.3 to 1.8 of this Annex I may not be combined, and thus investments in Transferable Securities or Money Market Instruments issued by the same body or in deposits or derivative instruments with this body will under no circumstances exceed in total 35% of the net assets of a sub-fund.
- 1.11 Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in Paragraphs 1.3 to 1.12 of this Annex I.
- 1.12 A sub-fund may invest, on a cumulative basis, up to 20% of its net assets in Transferable Securities and Money Market Instruments of the same group.

Exceptions which can be made

- 1.13 Without prejudice to the limits laid down in Paragraph 1.24 of this Annex I, the limits laid down in Paragraphs 1.3 to 1.12 of this Annex I are raised to a maximum of 20% for investment in shares and/or bonds issued by the same body if, according to this Prospectus, the investment objective and investment policy of that sub-fund is to replicate the composition of a certain stock or debt securities index which is recognised by the CSSF, on the following basis: (a) its composition is sufficiently diversified; (b) the index represents an adequate benchmark for the market to which it refers; (c) it is published in an appropriate manner.

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

Investment in UCITS and/or other UCIs

- 1.14 A sub-fund may acquire the units of UCITS and/or other UCIs referred to in Paragraph 1.1(e) of this Annex I, provided that no more than 20% of its net assets are invested in units of a single UCITS or other UCI. If a UCITS or other UCI has multiple compartments (within the meaning of article 181 of the Law of 2010) and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the above limit.

- 1.15 Investments made in units of UCIs other than UCITS may not exceed, in aggregate, 30% of the net assets of the sub-fund.
- 1.16 When a sub-fund has acquired units of UCITS and/or other UCIs, the assets of the respective UCITS or other UCIs do not have to be combined for the purposes of the limits laid down in Paragraphs 1.3 to 1.12 of this Annex I.
- 1.17 When a sub-fund invests in the units of UCITS and/or other UCIs that are managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding, (regarded as more than 10% of the voting rights or share capital), that management company or other company may not charge subscription, conversion or redemption fees on account of the Sub fund's investment in the units of such UCITS and/or other UCIs.
- 1.18 If a sub-fund invests a substantial proportion of its assets in other UCITS and/or other UCIs that are not managed, directly or by delegation, by the same management company or by any other company with which the management company is linked by common management or control, or by a substantial direct or indirect holding (regarded as more than 10% of the voting rights or share capital), the maximum level of the management fees that may be charged both to the sub-fund itself and to the other UCITS and/or other UCIs in which it intends to invest, will be disclosed in the relevant section of this Prospectus.
- 1.19 In the annual report of the Company it will be indicated for each sub-fund the maximum proportion of management fees charged both to the sub-fund and to the UCITS and/or other UCIs in which the sub-fund invests.

Tolerances, UCITS and other UCIs with multiple compartments

- 1.20 If, because of reasons beyond the control of the Company or the exercising of subscription rights, the limits mentioned in this Paragraph 3 of this Annex I are exceeded, the Company must have as a priority objective in its sale transactions to reduce these positions within the prescribed limits, taking into account the best interests of the Shareholders.
- 1.21 Provided that they continue to observe the principles of risk diversification, newly established Sub funds may deviate from the limits mentioned under Paragraphs 1.3 to 1.17 of this Annex I for a period of six months following the date of their initial launch.
- 1.22 If a UCITS and other UCIs is comprised of multiple compartments and the assets of a compartment may only be used to satisfy the rights of the investors relating to that compartment and the rights of those creditors whose claims have arisen in connection with the setting-up, operation and liquidation of that compartment, each compartment is considered as a separate issuer for the purposes of applying the limits set forth under Paragraphs 1.3 to 1.12, 1.13 and 1.14 to 1.19 of this Annex I.

Investment prohibitions

- 1.23 The Company is prohibited from:

- (a) acquiring equities with voting rights that would enable the Company to exert a significant influence on the management of the issuer in question;
- (b) acquiring more than: (i) 10% of the non-voting equities of one and the same issuer; (ii) 10% of the debt securities issued by one and the same issuer; (iii) 10% of the Money Market Instruments issued by one and the same issuer; or (iv) 25% of the units of one and the same UCITS and/or other UCI. The limits laid down in the second, third and fourth indents may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the Money Market Instruments, or the net amount of the securities in issue, cannot be calculated. Transferable Securities and Money Market Instruments which, in accordance with article 48, paragraph 3 of the Law of 2010 are issued or guaranteed by an EU Member State or its local authorities, by another OECD Member State or which are issued by public international organisations of which one or more EU Member States are members are exempted from the above limits;
- (c) selling Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs (e), (g) and (h) of Paragraph 1.1 of this Annex I short;
- (d) acquiring precious metals or related certificates;
- (e) investing in real estate and purchasing or selling commodities or commodities contracts;
- (f) borrowing on behalf of a particular sub-fund, unless: (i) the borrowing is in the form of a back-to-back loan to cover shortfalls from currency hedging transactions or to finance redemption requests from shareholders; (ii) the loan is only temporary and does not exceed 10% of the net assets of the Sub fund in question;
- (g) granting credits or acting as guarantor for third parties. This limitation does not refer to the purchase of Transferable Securities, Money Market Instruments and other Eligible Investments mentioned under sub-paragraphs (e), (g) and (h) of Paragraph 1.1 of this Annex I that are not fully paid up.

Investments between sub-funds

1.24 A sub-fund (the “**Investing sub-fund**”) may invest in one or more other sub-funds. Any acquisition of shares of another sub-fund (the “**Target sub-fund**”) by the Investing sub-fund is subject to the following conditions:

- a) the Target sub-fund may not invest in the Investing sub-fund;
- b) the Target sub-fund may not invest more than 10% of its net assets in UCITS (including other sub-funds) or other UCIs referred to in Paragraph 1.1(e) of this Annex I;
- c) the voting rights attached to the shares of the Target sub-fund are suspended during the investment by the Investing sub-fund;
- d) the value of the shares of the Target sub-fund held by the Investing sub-fund are not taken into account for the purpose of assessing the compliance with the EUR 1,250,000 minimum capital requirement.

2. USE OF FINANCIAL DERIVATIVE INSTRUMENTS AND EFFICIENT PORTFOLIO MANAGEMENT TECHNIQUES

Financial derivative instruments and EPM Techniques

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

- 2.2 Each sub-fund will ensure that its global exposure relating to financial derivative instruments does not exceed the total net value of its portfolio.
- 2.3 The exposure is calculated taking into account the current value of the underlying assets, the counterparty risk, future market movements and the time available to liquidate the positions. This will also apply to the following subparagraphs.
- 2.4 A sub-fund may invest, as a part of its investment policy, in financial derivative instruments provided that the exposure to the underlying does not exceed in aggregate the investment limits laid down under Paragraphs 1.3 to 1.12 of this Annex I. Under no circumstances will these operations cause a Sub fund to diverge from its investment objectives as laid down in this Prospectus. When a sub-fund invests in index-based financial derivative instruments, these investments do not have to be combined to the limits laid down under Paragraphs 1.3 to 1.12 of this Annex I.
- 2.5 When a Transferable Security or Money Market Instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this Annex I.
- 2.6 The Company's annual reports will contain, in respect of each sub-fund that has entered into financial derivative instruments over the relevant reporting period, details of: (a) the underlying exposure obtained through financial derivative instruments; (b) the identity of the counterparty(ies) to these financial derivative instruments; (c) the type and amount of collateral received to reduce counterparty risk exposure.
- 2.7 The sub-funds are authorised to employ EPM Techniques subject to the following conditions:
- a) they are economically appropriate in that they are realised in a cost-effective way;
 - b) they are entered into for one or more of the following specific aims:
 - i. reduction of risk;
 - ii. reduction of cost;
 - iii. generation of additional capital or income for the Company with a level of risk which is consistent with the risk profile of the Company and the risk diversification rules described in this Annex I;
 - c) their risks are adequately captured by the risk management process of the Company.
- 2.8 The EPM Techniques that may be employed by the sub-funds in accordance with Paragraph 2.7 include securities lending, repurchase agreements and reverse repurchase agreements. A repurchase agreement transaction is a forward transaction at the maturity of which a sub-fund has the obligation to repurchase the assets sold and the buyer (counterparty) the obligation to return the assets received under the transaction. A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant sub-fund has the obligation to return the assets received under the transaction.
- 2.9 EPM Techniques will not:
- a) result in a change of the investment objective of the concerned sub-fund; or
 - b) add substantial supplementary risks in comparison to the original risk policy of the sub-fund.
- 2.10 The use of EPM Techniques by the sub-funds is subject to the following conditions:

- a) When entering into a securities lending agreement, the sub-fund should ensure that it is able at any time to recall any security that has been lent out or terminate the securities lending agreement.
 - b) When entering into a reverse repurchase agreement, the sub-fund should ensure that it is able at any time to recall the full amount of cash or to terminate the reverse repurchase agreement on either an accrued basis or a mark-to-market basis. When the cash is recallable at any time on a mark-to-market basis, the mark-to-market value of the reverse repurchase agreement should be used for the calculation of the NAV of the relevant sub-fund.
 - c) When entering into a repurchase agreement, the sub-fund should ensure that it is able at any time to recall any securities subject to the repurchase agreement or to terminate the repurchase agreement into which it has entered.
- 2.11 Fixed-term repurchase and reverse repurchase agreements that do not exceed seven days should be considered as arrangements on terms that allow the assets to be recalled at any time by the sub-fund.
- 2.12 The Management Company will set up a policy regarding direct and indirect operational costs/fees arising from EPM Techniques that may be deducted from the revenue delivered to the concerned sub-funds.
- 2.13 The following information will be disclosed in the annual report of the Company:
- a) the exposure of each sub-fund obtained through EPM Techniques;
 - b) the identity of the counterparty(ies) to these EPM Techniques;
 - c) the type and amount of collateral received by the sub-funds to reduce counterparty exposure; and
 - d) the revenues arising from EPM Techniques for the entire reporting period together with the direct and indirect operational costs and fees incurred;
 - e) where collateral received from an issuer has exceeded 20% of the net asset value of a sub-fund, the identity of that issuer; and
 - f) whether a sub-fund has been fully collateralised in securities issued or guaranteed by a Member State.
- 2.14 The counterparty risk arising from OTC Derivatives and EPM Techniques may not exceed 10% of the assets of a sub-fund when the counterparty is a credit institution domiciled in the European Union or in a country where the CSSF considers that supervisory regulations are equivalent to those prevailing in the European Union. This limit is set at 5% in any other case.

Collateral policy for OTC Derivatives and EPM Techniques

- 2.15 The counterparty risk of a sub-fund vis-à-vis a counterparty is equal to the positive mark-to-market value of all OTC Derivatives and EPM Techniques transactions with that counterparty, provided that:
- a) if there are legally enforceable netting arrangements in place, the risk exposure arising from OTC derivatives and EPM Techniques transactions with the same counterparty may be netted; and
 - b) if collateral is posted in favour of a sub-fund and such collateral complies at all times with the criteria set out in Paragraph 2.16 below, the counterparty risk of such sub-fund is reduced by the amount of such collateral. The sub-funds will use collateral to monitor compliance with the counterparty risk limit set out in Paragraph 2.14 above. The level of collateral required will therefore vary depending on the scope and extent of OTC Derivatives and EPM Techniques transactions entered into by a sub-fund with one and the same counterparty.

2.16 All collateral used to reduce counterparty risk exposure will comply with the following criteria at all times:

- a) Liquidity – any collateral received other than cash will be highly liquid and traded on a regulated market or multilateral trading facility with transparent pricing in order that it can be sold quickly at a price that is close to pre-sale valuation. Collateral received will also comply with the provisions of Paragraph 1.24(b) of this Annex I.
- b) Valuation – collateral received will be valued on at least a daily basis and assets that exhibit high price volatility will not be accepted as collateral unless suitably conservative haircuts are in place.
- c) Issuer credit quality – collateral received should be of high quality.
- d) Correlation – the collateral received by the sub-fund should be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.
- e) Collateral diversification (asset concentration) – collateral should be sufficiently diversified in terms of country, markets and issuers. The criterion of sufficient diversification with respect to issuer concentration is considered to be respected if the sub-fund receives from a counterparty of OTC Derivative or EPM Techniques transactions a basket of collateral with a maximum exposure to a given issuer of 20% of its net asset value. When a sub-fund is exposed to different counterparties, the different baskets of collateral should be aggregated to calculate the 20% limit of exposure to a single issuer. By way of derogation, a sub-fund may be fully collateralised in different Transferable Securities and Money Market Instruments issued or guaranteed by a Member State, one or more of its local authorities, an OECD Member State, or a public international body to which one or more Member States belong, provided the Sub-fund receives securities from at least six different issues and any single issue does not account for more than 30% of the Sub-fund's NAV.
- f) Risks linked to the management of collateral, such as operational and legal risks, should be identified, managed and mitigated by the risk management process.
- g) Collateral received should be capable of being fully enforced by the Company for the account of the sub-fund at any time without reference to or approval from the counterparty.

2.17 The sub-funds will only accept the following assets as collateral:

- a) Liquid assets. Liquid assets include not only cash and short term bank certificates, but also money market instruments such as defined within the UCITS Directive. A letter of credit or a guarantee at first-demand given by a first class credit institution not affiliated to the counterparty is considered as equivalent to liquid assets.
- b) Bonds issued or guaranteed by a Member State of the OECD or by their local public authorities or by supranational institutions and undertakings with EU, regional or world-wide scope.
- c) Shares or units issued by money market UCIs calculating a daily net asset value and being assigned a rating of AAA or its equivalent.
- d) Shares or units issued by UCITS investing mainly in bonds/shares mentioned in items (e) and (f) below.
- e) Bonds issued or guaranteed by first class issuers offering an adequate liquidity.
- f) Shares admitted to or dealt in on a regulated market of a Member State of the European Union or on a stock exchange of a Member State of the OECD, on the condition that these shares are included in a main index.

2.18 For the purpose of Paragraph 2.16 above, all assets received by a sub-fund in the context of EPM Techniques should be considered as collateral.

2.19 Non-cash collateral received by a sub-fund may not be sold, re-invested or pledged.

2.20 Cash collateral received should only be:

- a) placed on deposit;
- b) invested in high-quality government bonds;
- c) used for the purpose of reverse repo transactions provided the transactions are with credit institutions subject to prudential supervision and the sub-fund is able to recall at any time the full amount of cash on accrued basis;
- d) invested in short-term money market funds as defined in the Guidelines on a Common Definition of European money market funds.

2.21 Re-invested cash collateral will be diversified in accordance with the diversification requirements applicable to non-cash collateral under 2.16 above.

2.22 For all the sub-funds receiving collateral for at least 30% of their assets, the Management Company will set up, in accordance with the Circular 14/592, an appropriate stress testing policy to ensure regular stress tests under normal and exceptional liquidity conditions to assess the liquidity risk attached to the collateral.

2.23 Collateral posted in favour of a sub-fund under a title transfer arrangement should be held by the Depositary or one of its correspondents or sub-custodians. Collateral posted in favour of a sub-fund under a security interest arrangement (e.g., a pledge) can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

2.24 The Management Company has a haircut policy relating to the classes of assets received as collateral.

2.25 The Board of Directors of the Company has approved instruments of the following asset classes and jurisdictions as collateral from OTC Derivative transactions and determined the following haircuts to be used on these instruments:

| Asset class | Minimal haircut (% deduction from market value) |
|--|--|
| Fixed- and variable-rate interest-bearing instruments | |
| Liquid funds in the currencies CHF, EUR, GBP, USD, JPY, CAD and AUD. | 0% |
| Short-term instruments (up to 1 year) issued by one of the following countries (Australia, Austria, Belgium, Denmark, Germany, France, Japan, Norway, Sweden, UK, USA) and the issuing country has a minimum rating of A | 1% |
| Instruments which fulfil the same criteria as above and have an average duration (1 – 5 years). | 3% |
| Instruments which fulfil the same criteria as above and have a long duration (5 – 10 years). | 4% |
| Instruments which fulfil the same criteria as above and have a very long duration (more than 10 years). | 5% |
| US TIPS (Treasury inflation protected securities) with a duration of up to 10 years | 7% |
| US Treasury strips or zero coupon bonds (all durations) | 8% |
| US TIPS (Treasury inflation protected securities) with a duration of more than 10 years | 10% |

2.26 The Board of Directors of the Company has approved the following list of instruments that may be received as collateral by the Company in the context of efficient portfolio management techniques and determined the following haircuts to be applied to these instruments:

| Asset class | Minimum haircut (% deduction from market value) |
|--|--|
| Fixed Income Securities | 0 % |
| Securities issued or guaranteed by a member state of the OECD or by their local authorities or by supranational institutions and organizations/undertakings with EU wide, regional and worldwide scope | |
| Unrated Swiss National Bank bills | |
| Commercial papers with a minimum rating of A-1/P-1* | |
| Fixed income securities with an actual long term rating of at least BBB- (Moody's) or Baa3 (S&P) * | |
| <i>Debt securities not guaranteed by a government/state are restricted to a maximum of 20% of an issue</i> | |
| Equities (collateral may not consist of UBS equities or debt instruments) | 15% |
| Concentration limits of max. 3x turnover (average daily turnover of the last 90 business days) | (regardless of country of issuance) |
| Equities from the following countries/indices are accepted as permissible collateral: | Relevant Indices |
| Australia | AS30, ASX |
| Austria | ATX |
| Belgium | BEL20 |
| Canada | SPTSX60 |
| Denmark | C20 |
| Finland | OMX Helsinki 25 |
| France | CAC40 |
| Germany | DAX, HDAX |
| Ireland | ISEQ20 |
| Italy | FTSE / MIB |
| Japan | NIKKEI225 |
| Luxembourg | LUXX |
| Netherlands | AEX |
| New Zealand | NZX50 |
| Norway | OBX |
| Portugal | PSI20 |
| Spain | IBEX35 |
| Sweden | OMXS30 |
| Switzerland | SPI |
| United Kingdom | FTSE100 |
| United States | DJI, S&P500 |

* In this table, "rating" refers to the rating scale used by S&P. Ratings by S&P, Moody's and Fitch are used with their corresponding scales. If the ratings given by these rating agencies to a certain issuer are not uniform, then the lowest rating shall apply.

2.27 The haircuts applicable to the assets listed in Paragraph 2.17 (c), (d), (e) and (f) of this Annex I that may be received as collateral by the Company in the context of efficient portfolio management techniques and/or OTC Derivative transactions will be determined by the Board of Directors of the Company on a case-by-case basis with a valuation percentage between 50% and 97%.

ANNEX II – DEFINITIONS

For the purpose of this Prospectus, the following terms have the following meaning:

Associated Parties means UBS, including its subsidiaries, affiliated companies, representatives or agents.

Company means Multi Manager Access II.

Currency Hedged Share Classes means share classes with "hedged" in their name and denominated in a currency other than the sub-fund's currency of account.

Directive 78/660/EEC means Council Directive 78/660/EEC of 25 July 1978 based on Article 54 (3) (g) of the Treaty on the annual accounts of certain types of companies, as amended from time to time.

Directive 83/349/EEC means Council Directive 83/349/EEC of 13 June 1983 based on the Article 54 (3) (g) of the Treaty on consolidated accounts, as amended from time to time.

EPM Techniques means efficient portfolio management techniques (such as (reverse) repurchase transactions or securities lending transactions).

FATCA means the Foreign Account Tax Compliance Act.

First Class Institutions means first class financial institutions selected by the Company, subject to prudential supervision and belonging to the categories approved by the CSSF for the purposes of the OTC Derivative transactions and specialised in this type of transactions.

IGA means the intergovernmental agreement concluded between Luxembourg and the United States of America.

KIID means the key investor information document in respect of each Sub-fund or share class, as the case may be.

Money Market Instruments means instruments normally dealt in on a money market which are liquid and have a value which can be accurately determined at any time.

OECD means the Organisation for Economic Co-operation and Development.

OECD Member State means any of the member States of the OECD.

OTC means over-the-counter.

OTC Derivatives means financial derivative instruments dealt in over-the-counter.

Prospectus means this prospectus of the Company.

Regulated Market means a regulated market as defined in the Council Directive 2004/39/EEC dated 21 April 2004 on markets in financial instruments or any other market established in the EEA which is regulated, operates regularly and is recognised and open to the public.

Transferable Securities means: shares and other securities equivalent to shares; bonds and other debt instruments; any other negotiable securities which carry the right to acquire any such transferable securities by subscription or to exchanges, with the exclusion of techniques and instruments.

Transition Advisor means State Street Bank Europe Limited.

UBS means UBS Switzerland AG (its branches or its affiliated companies, successors or assigns).

UCI means an undertaking for collective investment within the meaning of article 1, paragraph (2), points a) and b) UCITS Directive, whether situated in a EU Member State or not, provided that: such UCI is authorised under laws which provide that it is subject to supervision that is considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured; the level of protection for shareholders in such UCI is equivalent to that provided for shareholders in a UCITS, and in particular that the rules on asset segregation, borrowing, lending, and uncovered sales of Transferable Securities and Money Market Instruments are equivalent to the requirements of the UCITS Directive; the business of such UCI is reported in half-yearly and annual reports to enable an assessment to be made of the assets and liabilities, income and operations over the reporting period.

UCITS means an undertaking for collective investment in transferable securities under the UCITS Directive.

UCITS Directive means Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS).

Additional information for investors in the Federal Republic of Germany

For the following sub-fund, no notification for marketing in the Federal Republic of Germany has been filed with the Federal Financial Supervisory Authority (BaFin), so that shares of this sub-fund may not be marketed to investors within the jurisdiction of the Investment Code:

- **Multi Manager Access II - Flexible**

Domestic Information Agent

UBS Deutschland AG
Bockenheimer Landstrasse 2-4
D-60306 Frankfurt am Main

The sales prospectus, the Key Investor Information (KII), the Articles of Incorporation of the Company as well as the annual and semi-annual reports are available free of charge and in hardcopy at the domestic German Information Agent during normal business hours.

Likewise, the issue, redemption and conversion prices of the shares of the sub-funds as well as any notices to the investors in the Federal Republic of Germany are available free of charge as are the agreements concluded between the Custodian Bank and the Company for reference purposes.

Shareholders in the Federal Republic of Germany may submit redemption and conversion requests for shares of the sub-funds, which may be marketed in the Federal Republic of Germany, to the credit institutions holding their securities account in the Federal Republic of Germany.

Alternatively, they can send their redemption and conversion requests every bank business day to the registered office of the depositary bank and main paying agent of the Company:

UBS (Luxembourg) S.A.
33A avenue J.F. Kennedy
L-1855 Luxembourg

All payments to investors in the Federal Republic of Germany (redemption proceeds, any disbursements or other payments) may be remitted via the credit institutions holding their securities account in the Federal Republic of Germany.

Publications

The Issue and redemption prices, the equity gain (EStG), the equity gain (KStG), the interim profit, the real estate gain and the accumulated deemed distributed income will be published daily on the following website: http://www.ubs.com/de/de/asset_management/steuerrelevante_informationen.html

Any notices to the investors in the Federal Republic of Germany are published in the Federal Gazette (www.bundesanzeiger.de).