

PROSPECTUS DATED 27 MARCH 2014

AIV S.A.

*(incorporated as a public limited liability company (société anonyme)
under the laws of the Grand Duchy of Luxembourg)*

EUR50,000,000 AIV Vision Microfinance Certificates due 2040

Offer to the public of 9,806 Certificates

The EUR50,000,000 AIV-Vision Microfinance Certificates due 2040 (the **Certificates**) were issued by AIV S.A., a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg (**Luxembourg**), having its registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Luxembourg trade and companies register (*registre de commerce et des sociétés, Luxembourg*) under number B127762 (the **Company**), subject, as a regulated securitisation undertaking, to the provisions of the Luxembourg act dated 22 March 2004 on securitisation, as amended (the **Securitisation Act 2004**) and acting in respect of Compartment 13 (as defined below) (the **Issuer**).

The Certificates are direct, unsecured, limited recourse, pass-through debt obligations of the Issuer. They bear no interest and the holders of the Certificates (the **Certificate Holders**) will only be entitled to the proceeds received by the Issuer under or in connection with the purchase of class I shares (the **Fund Shares**) issued by Dual Return Fund (SICAV) in relation to its sub-fund *Vision Microfinance* (the **Fund**). The Fund Shares will be acquired by the Issuer with the proceeds of the issue of the Certificates.

By subscribing to, or otherwise acquiring, the Certificates, the Certificate Holders acknowledge and agree, and will be deemed to have acknowledged and agreed, that the financial servicing of the Certificates and any payments under the Certificates will depend exclusively on payments received by the Issuer under or in connection with the Fund Shares.

The Certificates were issued in respect of a separate compartment created by the board of directors of the Issuer (the **Compartment 13**). Compartment 13 is a separate part of the Issuer's assets and liabilities. The Compartment 13 Assets (as defined below) are exclusively available to satisfy the rights of the Certificate Holders and the rights of the creditors whose claims have arisen as a result of the creation, the operation or the liquidation of Compartment 13, as contemplated by the articles of incorporation of the Issuer (the **Articles**).

Application has been made to the Luxembourg financial sector and stock exchange regulator, the *Commission de surveillance du secteur financier* of Luxembourg (the **CSSF**), in its capacity as competent authority under the Luxembourg act dated 10 July 2005 on prospectuses for securities, as amended (the **Prospectus Act 2005**) to approve this document as a prospectus for the purposes of an offer of the Certificates to the public within the territories described in the Prospectus (as defined below). The Certificates are currently (i) admitted to trading and listed on the *Freiverkehr* of the Frankfurt stock exchange (*Freiverkehr*) and (ii) admitted to trading on the Luxembourg Stock Exchange's market named "Euro MTF" and listed on the Official List of the Luxembourg Stock Exchange. The Frankfurt *Freiverkehr* and the Euro MTF market are not regulated markets within the meaning of Directive 2004/93/EC on markets in financial instruments. The Euro MTF market is subject to the supervision of the CSSF. The Issuer reserves the right to apply at any time after the issue date for the admission of the Certificates to trading on any further stock exchange.

The CSSF assumes no responsibility as to the economic and financial soundness of the Certificates or the quality or solvency of the Issuer in accordance with Article 7(7) of the Prospectus Act 2005.

Any person (an **Investor**) intending to acquire or acquiring any securities from any person (an **Offeror**) should be aware that, in the context of an offer to the public as defined in the Prospectus Directive (as defined below), the Issuer may be responsible to the Investor for the contents of the Prospectus only if the Issuer is acting in association with that Offeror to make the offer to the Investor. Each Investor should therefore verify with the Offeror whether or not the Offeror is acting in association with the Issuer. If the Offeror is not acting in association with the Issuer, the Investor should check with the Offeror whether anyone is responsible for the Prospectus for the purposes of Article 6 of the Prospectus Directive as implemented by the national legislation of each European Economic Area (**EEA**) Member State in the context of an offer of securities to the public, and, if so, who that person is. If the Investor is in any doubt about whether it can rely on the Prospectus and/or who is responsible for its contents, it should take legal advice.

Certificate Holders, by subscribing to or otherwise acquiring the Certificates, expressly accept, and shall be deemed to be bound by, the provisions of the Securitisation Act 2004 and in particular, the provisions on limited recourse, non-petition, subordination and priority of payments, which are embedded in the Conditions (as defined below) of the Certificates.

The Conditions of the Certificates are complex. An investment in the Certificates is suitable only for experienced and financially sophisticated investors who are in a position to evaluate the risks and who have sufficient resources to be able to bear any losses which may result from such investment. Before subscribing to or otherwise acquiring any Certificates, prospective investors should specifically ensure that they understand the structure of, and the risk inherent to, the Certificates and should specifically consider the risk factors set out under the section "*Risk Factors*" below.

This prospectus (the **Prospectus**) comprises a prospectus for the purposes of Article 5.3 of Directive 2003/71/EC (the **Prospectus Directive**) as amended (which includes the amendments made by Directive 2010/73/EU (the **2010 PD Amending Directive**)) and for the purposes of the Prospectus Act 2005 and for the purpose of giving information with regard to the Issuer, which, according to the particular nature of the Issuer and the Certificates, is necessary to enable an investor to make an informed assessment concerning the Issuer and the Certificates.

The Issuer has requested the CSSF to approve the Prospectus in respect of the offer of Certificates by the Issuer in any Member State of the European Union (the **EU**) where the publication of a prospectus in accordance with Article 3 of the Prospectus Directive is required. The Issuer has also requested the CSSF in accordance with Article 19 of the Prospectus Act 2005 to provide the competent authorities in the Republic of Austria (**Austria**) and the Federal Republic of Germany (**Germany**) with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Act 2005. The publication of the Prospectus will be made at least one Business Day (as defined in the Conditions) prior to the commencement of an offer to the public of the Certificates in accordance with Article 16 of the Prospectus Act 2005.

The Issuer accepts responsibility for the information contained in this Prospectus and, to the best of its knowledge (having taken all reasonable care to ensure that such is the case) the information contained in the Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The information contained in the sections "*Fund Shares*", "*Investment Advisor*", "*Fund*", "*Investment Manager*", the relevant risk factors and point II. (*Fund*) of the section "*Description of the parties*" of this Prospectus has been provided by Oaklet GmbH or has been reproduced from publicly available information, such as the Fund Prospectus, the Fund Articles, the Fund's semi-annual reports and the Fund's annual reports (all relevant terms as defined below). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from such information, no facts have been omitted which would render the reproduced information materially inaccurate or misleading.

This Prospectus is to be read in conjunction with all documents which are deemed to be incorporated herein by reference (see the section "*Documents Incorporated by Reference*" below). This Prospectus should be read and construed on the basis that such documents are incorporated by reference and form part of the Prospectus.

No person is or has been authorised by the Issuer to give any information or to make any representation not contained in or not consistent with this Prospectus or any other information supplied in connection with the offering of the Certificates and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

Neither this Prospectus or its delivery nor any other information supplied in connection with the offering, sale or delivery of the Certificates (a) is intended to provide the basis of any credit or other evaluation or (b) should be considered as a recommendation by the Issuer that any recipient of this Prospectus or any other information supplied in connection with the offering, sale, or delivery of the Certificates should purchase any Certificates. Each investor contemplating acquiring any Certificates should make its own independent investigation of the financial condition and affairs, and its own appraisal of the creditworthiness, of the Issuer and the Fund. Save for the approval of the Prospectus by the CSSF and save as described herein, neither this Prospectus nor any other information supplied in connection with the offering of the Certificates constitutes an offer or invitation by or on behalf of the Issuer to any person to subscribe to, or otherwise acquire, any Certificates.

Neither the delivery of the Prospectus nor the offering, sale or delivery of the Certificates shall in any circumstances imply that the information contained herein concerning the Issuer is correct at any time

subsequent to the date hereof or that any other information supplied in connection with the offering of the Certificates is correct as of any time subsequent to the date indicated in the document containing the same.

THE CERTIFICATES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, (THE **SECURITIES ACT**) AND ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. SUBJECT TO CERTAIN EXCEPTIONS, THE CERTIFICATES MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO U.S. PERSONS. FOR A FURTHER DESCRIPTION OF CERTAIN RESTRICTIONS ON THE OFFERING AND SALE OF THE CERTIFICATES AND ON DISTRIBUTION OF THIS DOCUMENT, SEE THE SECTION "*SUBSCRIPTION AND SALE*" BELOW.

This Prospectus does not constitute an offer to sell or the solicitation of an offer to buy the Certificates in any jurisdiction to any person to whom it is unlawful to make the offer or solicitation in such jurisdiction. The distribution of this Prospectus and the offer or sale or delivery of Certificates may be restricted by law in certain jurisdictions. The Issuer does not represent that this Prospectus may be lawfully distributed, or that the Certificates may be lawfully offered or sold, in compliance with any applicable registration or other requirements in any such jurisdiction, or pursuant to an exemption available thereunder, or assume any responsibility for facilitating any such distribution or offering. In particular, no action has been taken by the Issuer which is intended to permit an offering to the public or sale of the Certificates or the distribution of this Prospectus in any jurisdiction where action for that purpose is required. Accordingly, no Certificates may be offered or sold, directly or indirectly, and neither this Prospectus nor any advertisement or other offering material may be distributed or published in any jurisdiction, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus or any Certificates may come must inform themselves about, and observe, any such restrictions on the distribution of this Prospectus and the offering and sale of Certificates. In particular, there are restrictions on the distribution of this Prospectus and the offer or sale of Certificates in the United States, the European Economic Area including Germany and Austria (please see the section "*Subscription and Sale*" below).

This Prospectus has been prepared on the basis that any offer of the Certificates in any Member State of the EEA which has implemented the Prospectus Directive (each, a **Relevant Member State**), other than offers (the **Permitted Offers to the Public**) which are contemplated in this Prospectus in Germany and Austria once the Prospectus has been approved by the CSSF and published and notified to the relevant competent authorities in accordance with the Prospectus Directive as implemented in Luxembourg, Germany and Austria, will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Certificates. Accordingly any person making or intending to make an offer in that Relevant Member State of Certificates which are the subject of the offering contemplated in this Prospectus, other than the Permitted Offers to the Public, may only do so in circumstances in which no obligation arises for the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. The Issuer neither has authorised, nor does it authorise, the making of any offer (other than Permitted Offers to the Public) of Certificates in circumstances in which an obligation arises for the Issuer to publish or supplement a prospectus for such offer.

Supplements (if any) to this Prospectus will be published on the website of the Luxembourg stock exchange (www.bourse.lu) in accordance with article 13 of the Prospectus Act 2005.

All references in the Prospectus to **euro**, **EUR** and **€** refer to the currency introduced at the start of the third stage of the European economic and monetary union pursuant to the Treaty on the Functioning of the European Union, as amended. All references in the Prospectus to business day(s), unless specified otherwise, are references to Business Day(s) (as defined below).

References to the Issuer may, where relevant and if the context so requires, be construed as a reference to the Company.

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SUMMARY OF THE PROSPECTUS

Summaries are made up of disclosure requirements known as “Elements”. These Elements are numbered in Sections A – E (A.1 – E.7). This Summary contains all the Elements required to be included in a summary for this type of Securities and Issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in a summary because of the type of Certificates and Issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element should be included in the summary with the mention of 'not applicable'.

Section A – Introduction and warnings

Element	Title	
A.1	Warnings that the summary should be read as an introduction and provision as to claims	<ul style="list-style-type: none"> • This summary should be read as an introduction to this prospectus (the Prospectus). • Any decision to invest in the EUR50,000,000 AIV Vision Microfinance Certificates due 2040 (the Certificates) should be based on consideration of the Prospectus as a whole by the investor. • Where a claim relating to information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member State, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. • Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Certificates.
A.2	Consent as to use of the Prospectus, period of validity and other attached conditions	Not applicable – The Issuer offers the Certificates.

Section B – Issuer

Element	Title	
B.1	Legal and commercial name of the Issuer	AIV S.A. acting in respect of Compartment 13 (the Issuer)
B.2	Domicile/ legal form/ legislation/ country of incorporation	The Issuer is a public limited liability company incorporated under the laws of Luxembourg and domiciled in Luxembourg. The registered office of the Issuer is at 9b, boulevard Prince Henri, L-1724 Luxembourg.

Element	Title																
B.16	Controlling shareholders	All the Issuer's shares are held by Stichting Legatus, a company incorporated and existing under the laws of The Netherlands.															
B.17	Credit ratings	Not Applicable – It is not intended to assign a credit rating to the Certificates or the Issuer.															
B.20	Statement as to whether the Issuer has been established for the purpose of issuing asset backed securities	The Issuer is established as a special purpose vehicle for the purpose, <i>inter alia</i> , of issuing asset backed securities.															
B.21	Issuer's principal business activities and overview of the parties to the transaction (including direct or indirect ownership)	<p>The business operations of the Issuer consist in the performance of securitisation transactions in the meaning of the Luxembourg act dated 22 March 2004 on securitisation, as amended (the Securitisation Act 2004).</p> <p>Dual Return Fund SICAV (the Fund) acting in relation to its sub-fund <i>Vision Microfinance</i> (the Subfund) is the fund issuing the shares (Klasse-I EUR, ISIN: LU0306115196) subscribed by the Issuer (the Fund Shares); Absolute Portfolio Management GmbH, Vienna is the investment manager of the Fund (the Investment Manager); Oaklet GmbH is the calculation agent of the Issuer (the Calculation Agent); BNP Paribas Securities Services, Luxembourg branch is the paying agent and custodian of the Issuer (the Paying Agent and the Custodian); PEH Wertpapier AG is the investment advisor of the Issuer (the Investment Advisor).</p> <p>Each of the above mentioned party's relationship with the Issuer is to act in its respective capacity described above.</p>															
B.22	Statement regarding non-commencement of operations and no financial statement	Not applicable, the Issuer has commenced operations and prepared financial statements.															
B.23	Selected historical key financial information of the Issuer's Compartment 13	<p>The summary information below is extracted from the Issuer's audited financial statements as at 31 December 2011 and 31 December 2012.</p> <table border="1"> <thead> <tr> <th></th> <th>31 December 2011</th> <th>31 December 2012</th> </tr> </thead> <tbody> <tr> <td>Total Assets:</td> <td>EUR11,126,745.43</td> <td>EUR9,404,285.28</td> </tr> <tr> <td>Total Liabilities:</td> <td>EUR11,126,745.43</td> <td>EUR9,404,285.28</td> </tr> <tr> <td>Total Charges:</td> <td>EUR115,117.83</td> <td>EUR124,928.61</td> </tr> <tr> <td>Total Income:</td> <td>EUR115,117.83</td> <td>EUR124,928.61</td> </tr> </tbody> </table>		31 December 2011	31 December 2012	Total Assets:	EUR11,126,745.43	EUR9,404,285.28	Total Liabilities:	EUR11,126,745.43	EUR9,404,285.28	Total Charges:	EUR115,117.83	EUR124,928.61	Total Income:	EUR115,117.83	EUR124,928.61
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B.24	Description of any material adverse change	Not applicable, there has been no material adverse change in the financial position or prospects of the Issuer since the date of the latest audited accounts dated 31 December 2012.															
B.25	Description of the underlying assets	<p>Subject to the qualifications in Elements B.33, D.2 and D.3, the Issuer believes that the Fund Shares have characteristics that demonstrate capacity to produce the monies to service any payments due and payable on the Certificates in accordance with the Conditions of the Certificates.</p> <p>Please see Element B.33 regarding the description of the Fund.</p> <p>The Issuer will subscribe to the Fund Shares with the proceeds</p>															

Element	Title	
		<p>derived from the sale of Certificates during the offer period which will start on the date of this Prospectus and finish on 26 March 2015 (the Offer Period). The Fund Shares have been/will be issued in registered form and in a denomination of EUR1,000 and are direct, unconditional and unsecured obligations of the Fund, which will at all times rank <i>pari passu</i> among themselves. The obligations of the Fund under the Fund Shares are unsecured. Hence, there is no level of collateralisation as regards the obligations of the Fund under the Fund Shares. The concept of loan to value ratio is not applicable with respect to the repacking of the Fund Shares.</p>
B.26	Actively managed pool of assets backing the issue	Not applicable, there is no actively managed pool of assets backing the issue.
B.27	Statement regarding fungible issues	<p>The Issuer may from time to time, without the consent of the holders of the Certificates (the Certificate Holders), create and issue further Certificates (i) having the same Conditions in all respects as the outstanding Certificates so that such further issue shall be consolidated and form a single series with the outstanding Certificates, or (ii) upon such terms and conditions as the Issuer may determine at the time of their issue.</p>
B.28	Description of the structure of the transaction	<p>The Issuer will use the net issue proceeds from the sale of the Certificates during the Offer Period to subscribe for the Fund Shares on or about the issue date of the Certificates. While subscribing to, or otherwise acquiring, the Certificates, the Certificate Holders will gain an exposure to the performance (positive or negative) of the Fund.</p> <p>Under the Fund Shares, the Issuer is not entitled to regular payments. However, the Issuer can request the redemption of the Fund Shares once per month. Except with regard to the payment of the Payable Costs (as defined below), proceeds (if any) received by the Issuer under the Fund Shares will be either retained by the Issuer or used for additional investments in further Fund Shares before payments (if any) will be made by the Issuer to the Certificate Holders on the Payment Date.</p> <p>Pursuant to the Conditions of the Certificates, the Issuer will pay to the Certificate Holders the proceeds received by it from the disposal of the Fund Shares in relation to the redemption of the Certificates on the Maturity Date or the Early Redemption Date minus the Payable Costs (all as defined below).</p> <p>Agents means the Calculation Agent, the Paying Agent and the Investment Advisor and Agent means any of them.</p> <p>Business Day means a day (other than a Saturday and a Sunday) on which credit institutions are open for general business in Austria, Germany and Luxembourg, and which is also a TARGET2 Day (as defined below).</p> <p>Compartment 13 means the compartment 13 (where compartment has the meaning given to this term in articles 62 <i>et seq</i> of the Securitisation Act 2004), created by the Issuer and to which the Certificates and all the assets and agreements entered into in connection therewith, have been, or will be (as the case may be),</p>

Element	Title	
		<p>allocated.</p> <p>Early Redemption Date means the date which cannot be less than five (5) Business Days after the issue of a notice by the Issuer by which it informs the Certificate Holders about the early redemption of the Certificates in accordance with the terms and conditions.</p> <p>Final Valuation Date means the date prior to the Maturity Date or the Early Redemption Date on which the gross asset value of the Fund Shares held by the Issuer in the Fund is calculated.</p> <p>Issuer Fee means the greater of (a) the sum of (i) 0.5% per annum payable monthly in arrears based on the average gross asset value of up to EUR25,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date (as defined below) plus (ii) 0.4% per annum payable monthly in arrears based on the average gross asset value of EUR25,000,001 and EUR50,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date plus (iii) 0.3% payable monthly in arrears based on the average gross asset value of starting from EUR50,000,001 of the Fund Shares held by the Issuer on the relevant Valuation Date or (b) a minimum fee of EUR50,000 payable monthly in arrears to the Issuer. The minimum fee for the entire period until 31 December 2011 is reduced to EUR25,000.</p> <p>Maturity Date means 30 December 2040.</p> <p>Operational Costs means the Pro Rata Costs (as defined below) allocated and/or to be allocated to Compartment 13.</p> <p>Operational General Costs means any operational costs (such as, audit costs, corporate services costs, registration costs, publication costs, costs relating to the convening and holding of general meetings or any other costs generally payable by the Issuer in connection with its business) as well as direct and indirect taxes and duties that are incurred and will be incurred by the Issuer and that cannot be allocated to a specific compartment created from time to time by the Issuer. Operational General Costs shall be allocated by the Issuer, on a half yearly basis in arrear, to all the existing compartments, on an equal basis and <i>pro rata temporis</i> for compartments in existence within such half year, where the relevant issue documentation does not exclude Operational General Costs to be borne by a specific compartment (the Pro Rata Costs). The Issuer is entitled to create a budget for Operational General Costs that the Issuer is likely to incur in the future and for which the amount can be determined or approximated upfront (the Budget). The Issuer can divide such Budget in monthly instalments (the Instalments) and take account of such Instalments in the determination of Operational General Costs.</p> <p>Payable Costs means the sum of the Transaction Costs (as defined below) and the Operational Costs, which are payable by the Issuer in accordance with the Priority of Payments (as defined below). If the Issuer is not in a position to determine the exact amount of Payable Costs, it is entitled to create an accounting provision to account for the Payable Costs that the Issuer is likely to incur in the future (the Provision). The Provision will be determined by the Issuer in its sole</p>

Element	Title	
		<p>discretion.</p> <p>Payment Date means the fifth (5) Business Day following the day on which the Issuer has received the Redemption Amount or the Early Redemption Amount (both as defined below).</p> <p>Priority of Payments means that outstanding Payable Costs are payable by the Issuer out of the assets allocated to Compartment 13 in accordance with the following order of priority:</p> <ul style="list-style-type: none"> (a) first, to the tax authorities in connection with the issue or the redemption of the Certificates or otherwise; (b) secondly, to the auditor for the audit of Compartment 13; (c) thirdly to the Agents in respect of the transaction carried out under Compartment 13 (<i>pari passu</i> and <i>pro rata</i> among them); and (d) fourthly, to any other party to Compartment 13 (other than the Certificate Holders or the parties referred to above) (<i>pari passu</i> and <i>pro rata</i> among them). <p>TARGET2 Day means any day on which the TARGET2 System (as defined below) is open.</p> <p>TARGET2 System means the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System.</p> <p>Transaction Costs means (a) the Issuer Fee and (b) any costs, fees and disbursements that the Issuer has incurred and will incur, directly or indirectly, in connection with Compartment 13, including inter alia costs, fees and disbursements in connection with (i) the acquisition of the Fund Shares (other than the initial investment in the Fund Shares), the sale and transfer of the Fund Shares and, where applicable, enforcement of the Fund Shares, the issue of the Certificates and the redemption of the Certificates (together, the Transactions), (ii) the appointment of any agent or servicer (including the Agents) in connection with the Transactions), (iii) the setting-up, the management and the liquidation of Compartment 13 and (iv) the making of tax claims and (c) all direct and indirect taxes and duties payable by the Issuer in connection with Compartment 13.</p> <p>Valuation Date means any date (except the Final Valuation Date) on which the gross asset value of the Fund Shares held by the Issuer in the Fund is calculated.</p>
B.29	Description of cashflows and information on the Hedging Counterparty	<p>Please see Element B.28 above for information on cashflows.</p> <p>Not applicable, there will be no hedging counterparty</p>
B.30	Name and description of the originators of the securitised assets	<p>Please see Elements B.21 and B.25. The underlying assets will be Fund Shares issued by the Fund.</p>
B.33 B.1	Legal and commercial name of the Fund	<p>Dual Return Fund SICAV acting in relation to its sub-fund <i>Vision Microfinance</i></p>
B.33	Domicile/ legal form/	<p>The Fund is a <i>société d'investissement à capital variable</i> (investment</p>

Element	Title																									
B.2	legislation/ country of incorporation	company with variable capital) in the form of a public limited liability company (<i>société anonyme</i>), consisting of several separated sub-funds and incorporated under the laws of Luxembourg and domiciled in Luxembourg. The registered office of the Fund is at 1B, rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg.																								
B.33 B.5	Description of the group	Not applicable, the Fund is not part of a group of companies.																								
B.33 B.6	Notifiable voting rights	Given that the Fund issues bearer shares, no indication can be made as to the major shareholders (if any) of the Fund. The shares issued by the Fund have the same voting rights.																								
B.33 B.7	Selected historical key financial information of the Subfund and narrative description of any significant change	<p>The summary information with respect to the Subfund below is extracted from the Fund's financial statements as at 31 December 2011 and 31 December 2012.</p> <table> <thead> <tr> <th></th> <th>31 December 2012</th> <th>31 December 2011</th> </tr> </thead> <tbody> <tr> <td>Total Assets:</td> <td>EUR95,588,321.02</td> <td>EUR87,381,232.76</td> </tr> <tr> <td>Total Liabilities:</td> <td>EUR-520,804.51</td> <td>EUR-2,994,803.67</td> </tr> <tr> <td>Net Asset Value:</td> <td>EUR95,067,516.51</td> <td>EUR84,386,429.09</td> </tr> </tbody> </table> <p>The summary information with respect to the Subfund below is extracted from the Fund's financial statements as at 30 June 2012 and 30 June 2013.</p> <table> <thead> <tr> <th></th> <th>30 June 2013</th> <th>30 June 2012</th> </tr> </thead> <tbody> <tr> <td>Total Assets:</td> <td>EUR111,910,009.17</td> <td>EUR71,282,627.88</td> </tr> <tr> <td>Total Liabilities:</td> <td>EUR-258,285.64</td> <td>EUR-329,618.67</td> </tr> <tr> <td>Net Asset Value:</td> <td>EUR111,651,723.53</td> <td>EUR70,953,009.21</td> </tr> </tbody> </table> <p>The net asset value of the Fund has increased as of 10 March 2014 to EUR165,050,608.20. Except this increase, there has been no significant change in the financial position or operating results of the Fund during or subsequent to the period covered by the historical key financial information.</p>		31 December 2012	31 December 2011	Total Assets:	EUR95,588,321.02	EUR87,381,232.76	Total Liabilities:	EUR-520,804.51	EUR-2,994,803.67	Net Asset Value:	EUR95,067,516.51	EUR84,386,429.09		30 June 2013	30 June 2012	Total Assets:	EUR111,910,009.17	EUR71,282,627.88	Total Liabilities:	EUR-258,285.64	EUR-329,618.67	Net Asset Value:	EUR111,651,723.53	EUR70,953,009.21
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Net Asset Value:	EUR111,651,723.53	EUR70,953,009.21																								
B.33 B.8	Pro forma financial information of the Fund	Not applicable, the Fund has not prepared pro forma financial information.																								
B.33 B.9	Profit forecast of the Fund	Not applicable, no profit forecast or estimate is made.																								
B.33 B.10	Audit Report Qualifications	Not applicable, there are no qualifications in the audit report.																								
B.33 C.3	Number of shares and par value per share	Number of shares issued in the class of shares subscribed by the Issuer as of 30 June 2013: 507,199 Par value per share on the issue date: EUR1,000.																								
B.33 C.7	Description of dividend policy	The Fund does not intend to pay dividends or effect other distributions. Instead, it intends to accumulate all income and profits. Correspondingly, an investment in the Fund is not suitable for investors who, for reasons of financial or tax planning, are seeking to achieve a regular income. However, the board of directors of the Fund (the Fund Board) reserves the right to set and pay dividends.																								

Element	Title	
<p>B.33 D.2</p>	<p>Key risks that are specific to the Fund</p>	<p>Due to the structure of the Fund, it is able to work with different investment strategies which involve certain risks. The employed techniques can result in considerable losses. There are less restrictions in relation to the investment instruments in which the Fund can invest. Investments are also made on markets on which liquidity and state control are lower than on organised markets. Moreover, higher transaction costs and delays in clearing and settlement may arise. The Fund may follow strategies to accept certain short-term losses in order to achieve higher long-term gains.</p> <p>Foreign exchange rates and the prices of derivative instruments may be highly volatile.</p> <p>The performance of the Fund depends on the successful implementation of the pursued investment strategy. It cannot be ruled out that the Investment Manager and other consultants may not keep to the agreed investment strategies or display other types of misconduct.</p> <p>The Fund's assets are held in safekeeping by a custodian. This could result in a potential risk of loss as a result of breaches of the duty of care, improper use or the possible insolvency of such custodian.</p> <p>The suspension of trading of securities held by the Fund could prevent the Fund from liquidating such positions.</p> <p>Certain fees are incurred even if the value of the assets of the Fund decreases.</p> <p>If the Fund concentrates its activity on a few assets, markets or sectors, such a concentration is particularly risky and may result in higher losses. An orientation towards short-term market considerations could result in high transaction volumes and considerable short-term fluctuations.</p> <p>The Fund is subject to lower restrictions on the selection of its contractual counterparties. Even if the selection is made with extreme care, losses as a result of payment default cannot be ruled out.</p> <p>The Fund may invest in assets for which no liquid markets exist.</p> <p>In the case of investments in assets denominated in different currencies, certain risks exist that result from different economic factors.</p> <p>The Fund may invest in emerging markets which are very volatile and illiquid capital markets. The denomination is in currencies which are unstable and may subject to exchange restrictions and other adverse factors.</p> <p>Those at the Fund entrusted with the implementation of investment strategies may also consider factors other than prices, reliability and creditworthiness for the selection of suppliers. The selected service providers may not offer the most favourable transaction costs.</p> <p>There are a number of actual or potential conflicts of interest for the Investment Manager of the Fund.</p> <p>Trading with derivatives may involve considerable losses that exceed</p>

Element	Title	
		<p>the value of the invested capital.</p> <p>In the case of investments in options or forward exchange transactions, decreases in value in the underlying securities may even reduce the value of the option or the forward exchange transaction to zero.</p> <p>The Fund may also utilise specially developed derivative instruments such as swap contracts.</p> <p>In the case of an investment by the Fund in fixed-income financial instruments, the price of such instruments will depend from the market interest rate and their maturity.</p> <p>The Fund could be subject to risks relating to its investment in equity securities.</p> <p>The investment in securities, whose issuers or obligors find themselves exposed to particular competition or financial difficulties involve special risks and may result in a loss of the entire invested capital.</p> <p>The liquidity of loan transactions with Microfinance institutions (the MFIs) can be very restricted. Because of the characteristics of such transactions, the selection of suitable counterparties might not be based either on historical data or internationally recognised public rating.</p> <p>MFIs are exposed to business and financial uncertainties and they might not be subject to any regulatory control.</p>
B.34	Description of the investment objective and policy, including any investment restrictions	<p><i>Investment objective</i></p> <p>The principal objective of the Fund is to enable investors to have an involvement in the microfinance industry. Microfinance may be defined as the provision of financial services for economically active poor social classes in developing lands and countries in transition. By providing capital for people who are excluded from the official banking sector and economic development, the possibility of a positive self-reinforcing cycle is afforded, i.e. financial security, savings and growth.</p> <p><i>General investment restrictions of the Fund</i></p> <p>The Fund may, with regard to each sub-fund, at no time invest more than 80% of the net assets in microfinance related investments, whereas the Fund may not invest more than 10 % of the net assets directly in the securities and financial instruments of a single issuer, or not more than 30 % indirectly, if the investment is diversified into at least five underlying MFIs; with an indirect investment which is diversified into fewer than five MFIs, the 10 % restriction will apply; and whereas the Fund may not acquire more than 50 % of securities and financial instruments of the same kind from the same issuer.</p> <p>These restrictions do not apply to securities and financial instruments which are issued or guaranteed by a member state of the Organisation for Economic Cooperation and Development or its local authorities, or by international public institutions within the European Union, on a regional or global level.</p>

Element	Title	
		<p>With regard to each sub-fund, the Fund may invest a maximum of 10 % of its net assets in money market instruments or bonds or shares which are issued by a single issuer having no obvious connection with microfinance. The Fund may also acquire not more than 25 % of the total issue or the number of shares in circulation of the aforementioned investments not having an obvious connection with microfinance.</p> <p>In each sub-fund, the Fund may invest a maximum of 10 % of its net assets in a single open-ended or closed-ended undertaking for collective investment (the UCI). In each sub-fund, the Fund may also acquire a maximum of 25 % of shares in circulation or shares of a single open-ended or closed-ended UCI.</p> <p>In each sub-fund, the Fund may invest a maximum of 20 % of its net assets in securities and shares or shares of closed-end UCIs which are not quoted on an official stock exchange or traded on another regulated market.</p> <p>As a general rule, the Fund may not invest in derivatives, with the exception of instruments to hedge exchange rate risks, swaps or similar agreements for the purpose of risk management in connection with borrowing, as well as of similar derivatives for risk management within the limits set.</p> <p>The Investment Manager is responsible for ensuring that the applicable investment restrictions are complied with and reports to the Fund Board.</p> <p>The investment restrictions apply to assets at the point in time at which the investment is effected. If the Fund should breach the investment restrictions, the Fund Board will, as soon as is practically possible and preserving the interests of the shareholders, take steps that appear purposeful to it to remedy the breach; there shall be no further liability of the Fund Board or of the Investment Manager as a result of the breach.</p> <p><i>Investment objectives and restrictions of the reference fund</i></p> <p>The Fund can contribute to refinancing MFIs to receive interest in the favour of the investors of the Fund, (i) by directly holding bonds, or indirectly through CDO (ie collateralised debt obligation) structures which are issued by such credit institutions and which potentially encompass warrant rights concerning a stake in the capital of the credit institutions, or by loans being granted directly to those credit institutions which specialise in refinancing MFIs, or (ii) through deposits at larger credit institutions involved in refinancing MFIs; these deposits are remunerated in favour of the sub-fund at the interest rate currently paid for such deposits by the market, and are pledged in favour of those credit institutions. The extent and term of these loans and deposits depend on the particular market conditions at the time of the investment, but we must assume that such investments are made as supplementation or are restricted in time.</p>
B.35	Borrowing and/or leverage limits	The Fund may borrow up to a maximum of 25% of its net assets without restrictions, with regard to their intended use.

Element	Title	
B.36	Description of the regulatory status of the Fund and name of any regulator	The Fund has been authorised by the <i>Commission de Surveillance du Secteur Financier</i> and is submitted to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, as amended.
B.37	Brief profile of a typical investor	An investment in the sub-fund <i>Vision Microfinance</i> is suitable for institutional and well informed, risk conscious private Investors having a diversified portfolio. The sub-fund offers additional advantages to this type of investors through its risk adjusted performance and diversification. Institutional investors are mainly insurance companies, pension funds, foundations, banks etc.. The historical development of microfinance has shown that this type of investment is less volatile than other investments and that the Fund will always cover a very diversified group of regions, countries and MFIs. Considering this, a higher volatility or even a payment default by one of the MFIs can however not be excluded. Prospective investors should therefore be able to suffer such losses without requesting the redemption of their shares. The Fund therefore recommends an investment horizon of at least 3 years.
B.38	Investments/Exposure of more than 20% of the gross assets of the Fund	Not applicable, no such investments are being disclosed in the prospectus.
B.39	Investment of more than 40% of the gross assets of the Fund	Not applicable, no such investments are being disclosed in the prospectus.
B.40	Description of the Fund's service providers including the maximum fees payable	<p>If the following fees and outgoings cannot be assigned uniquely to a certain class or a certain sub-fund, they shall be assigned to each sub-fund in proportion to the NAV of the sub-fund or in another manner, which the Fund Board deems to be appropriate under the circumstances.</p> <p>(i) Investment Manager fee:</p> <p>The Investment Manager may decide at his own discretion and from his own funds to grant discounts on the Investment Manager fee for some or all shareholders or to remunerate service providers.</p> <p>(ii) Administration fee:</p> <p>The custodian bank and paying agent (UBS (Luxembourg) S.A.), the Manager, as well as the central administrator and listing agent (UBS Fund Services (Luxembourg) S.A.), are entitled to fees to be settled from the assets of each sub-fund. These are – as is usual with banks in Luxembourg - calculated as a percentage per annum of the average monthly NAV of a particular sub-fund in a quarter and are payable quarterly with retroactive effect. They are also entitled to reimbursement from the Fund of their reasonable expenses and of the fees of possible correspondence partners.</p> <p>(iii) Fees of the registration agent and transfer agent:</p> <p>The registration agent and transfer agent (UBS Fund Services (Luxembourg) S.A.) is entitled to a fee from the assets of each sub-fund, calculated as a percentage per annum of the average monthly NAV in a particular quarter and payable in the next quarter. The Fund</p>

Element	Title	
		<p>also reimburses reasonable expenses of the registration agent and transfer agent.</p> <p>(iv) Fees of the distributor:</p> <p>The distributor is entitled to a fee for services rendered for the shareholders from the assets of each Sub-fund, calculated as a percentage per annum.</p> <p>(v) Directors' fee:</p> <p>Each director may receive a normal market fee from the managed portfolio of the respective sub-fund.</p> <p>Moreover, travelling expenses and other outgoings are reimbursed to the directors.</p> <p>(vi) Audit costs: The Fund bears all fees that are invoiced by its auditors.</p> <p>(vii) Operating expenses and other costs; preliminary expenses</p> <p>The Fund also pays all expenses to be paid by it from the assets of a particular sub-fund.</p>
B.41	Identity and regulatory status of any investment manager, investment advisor, custodian, trustee or fiduciary	<p>Investment Manager: Absolute Portfolio Management GmbH, Vienna was appointed by the Fund as Investment Manager. The Investment Manager will be consulted by Symbiotics S.A. with regard to the implementation of the sub-fund's investment objectives and the tasks of selecting and performing due diligences of MFIs, as well as supervising and looking after existing investments. The Investment Manager is an independent company. Symbiotics S.A. is an investment consultant company offering investment services to microfinance investors.</p> <p>Custodian: UBS (Luxembourg) S.A. has been appointed as custodian bank by the Fund.</p>
B.42	Description of how often the net asset value (NAV) of the Fund will be determined and how such net asset value will be communicated to investors	<p>The NAV is determined on the 10th and on the 25th day of each month (or, if this does not fall on a business day, on the following business day) on the basis of the value of the underlying investments of the Fund. If, from the time of specifying the NAV on a particular valuation date, an essential change occurs in the valuation of the investments of a particular sub-fund, the Fund may, to protect the interests of the shareholders and itself, lift the first valuation and carry out a second one. All subscription and redemption applications must be processed on the basis of that second valuation.</p> <p>The net asset value and the issue and redemption price for the shares of each share class of each sub-fund can be requested from the registered office of the Fund during business hours.</p>
B.43	Statement of cross liability	<p>Not applicable - Each sub-fund is a separately managed portfolio, neither the Investment Manager or another creditor (in particular not the shareholders) have recourse to the assets of other sub-funds for the settlement of liabilities of a specific sub-fund.</p> <p>In the event of the insolvency of a separately managed sub-fund, it is to be expected that, pursuant to the laws of Luxembourg, a cross-portfolio liability for other sub-funds will turn out to be minimal in</p>

Element	Title	
		comparison to that calculated for the insolvent, separately managed portfolio. Investors should, however, bear in mind that the sub-funds are not legally independent.
B.44	Selected historical key financial information of the Fund	Please see Element B.33 above.
B.45	Description of the Fund's portfolio	In June 2013, approximately EUR87,000,000 of the Fund's assets were invested in the micro-finance sector. The Fund had invested into 71 MFIs in 26 countries. The countries in which most of the assets of the Fund were invested are: Ecuador, Cambodia, Kyrgyzstan, Georgia and Peru. Prasac, a leading Cambodian MFI, is the largest single investment of the Fund. The investments in the MFIs show a strong overall performance, a stable rate of return and good quality of their portfolios.
B.46	Most recent net asset value per security	Net asset value per Fund Share: EUR129.22 on 10 March 2014.

Section C – Securities

Element	Title	
C.1	Description of Certificates/ISIN	The securities described in this section are Certificates due 30 December 2040 backed by the Fund Shares. International Securities Identification Number (ISIN): XS0554544428
C.2	Currency	Subject to compliance with all applicable laws, regulations and directives, the currency of the Certificates is Euro.
C.5	Restrictions on transferability	Not Applicable - There are no restrictions on the free transferability of the Certificates.
C.8	Rights attached to the Certificates, including ranking and limitations on those rights	<p>Status: The Certificates constitute direct, unsecured and limited recourse, pass-through, debt obligations of the Issuer and rank <i>pari passu</i> and rateably, without any preference among themselves, with all other existing direct, unsecured, limited recourse, pass-through indebtedness of the Issuer, which has been or will be allocated to Compartment 13 but, in the event of insolvency (including bankruptcy, insolvency and voluntary or judicial liquidation), only to the extent permitted by applicable laws relating to creditors' rights generally.</p> <p>Securitisation Act 2004: By subscribing for the Certificates, or otherwise acquiring the Certificates, the Certificate Holders expressly acknowledge and accept, and will be deemed to have accepted and acknowledged, that the Issuer (i) is subject to the Securitisation Act 2004 and (ii) has created Compartment 13 in respect of the Certificates to which all assets, rights, claims and agreements relating to the Certificates will be allocated. Furthermore, the Certificate Holders acknowledge and accept that they have only recourse to the assets of Compartment 13 and not to the assets allocated to any other compartments created by the Issuer or any other assets of the Issuer. The Certificate Holders acknowledge and accept that once all the</p>

Element	Title	
		<p>assets allocated to Compartment 13 have been realised, they are not entitled to take any further steps against the Issuer to recover any further sums due and the right to receive any such sum shall be extinguished. The Certificate Holders accept not to attach or otherwise seize the assets of the Issuer allocated to Compartment 13 or to other compartments of the Issuer or other assets of the Issuer. In particular, no Certificate Holders shall be entitled to petition or take any other step for the winding-up, the liquidation and the bankruptcy of the Issuer or any similar insolvency related proceedings.</p> <p>Governing law: The Certificates are governed by, and shall be construed in accordance with, Luxembourg law.</p>
C.9	Interest/Redemption	<p>Interest</p> <p>No interest is payable on the Certificates.</p> <p>Redemption</p> <p><i>Final Redemption</i></p> <p>Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem on the Maturity Date, which is on 30 December 2040, the Certificates by paying the Redemption Amount to the Certificate Holders on the Payment Date.</p> <p><i>Early redemption</i></p> <p>(a) Redemption at the option of the Issuer</p> <p>In certain circumstances, the Issuer may at its option issue a notice to the Certificate Holders by which it informs the Certificate Holders about the early redemption of the Certificates (in whole but not in part). On the Early Redemption Date, the Issuer shall redeem the Certificates by paying the Early Redemption Amount to the Certificate Holders on the Payment Date.</p> <p>(b) Redemption at the option of the Certificate Holders</p> <p>The Certificates may not be redeemed early at the option of the Certificate Holders.</p> <p><i>Redemption Amounts</i></p> <p>Early Redemption Amount means the Total Redemption Amount minus the sum of (i) the Payable Costs, which remain outstanding or unpaid, at the Early Redemption Date plus (ii) the Early Redemption Fee.</p> <p>Early Redemption Fee means, in respect of an early redemption of the Certificates an amount in EUR calculated by the Calculation Agent equal to 1% of the aggregate nominal amount of the Certificates outstanding immediately prior to such early redemption.</p> <p>Redemption Amount means the Total Redemption Amount minus the Payable Costs, which remain outstanding or unpaid, at the Maturity Date.</p> <p>Total Redemption Amount means an amount equal to the amount calculated on the Final Valuation Date and received by the Issuer in</p>

Element	Title	
		<p>connection with either (i) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Maturity Date or (ii) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Early Redemption Date.</p> <p>Representative of holders</p> <p>Not Applicable – No representative of the Noteholders has been appointed by the Issuer.</p> <p>Articles 86 to 97 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended are not applicable to the Certificates. The agency agreement dated 13 December 2010 and made between the Issuer and the Agents (the Agency Agreement) contains provisions for convening meetings of the Certificate Holders to consider any matter affecting their interests, including the modification by extraordinary resolution of, among other things, the Certificates, the coupons or the Agency Agreement. An extraordinary resolution is, according to the Agency Agreement, a resolution that must be passed by a majority of not less than two-thirds.</p>
C.10	Derivative component in the interest payments	<p>Not applicable – There is no derivative component in the interest payments.</p> <p>Please also refer to Element C.9.</p>
C.11	Listing and Admission to trading on a regulated market	<p>Not applicable – The Certificates are currently (i) admitted to trading and listed on the Frankfurt stock exchange (<i>Freiverkehr</i>) and (ii) admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and listed on the Official List of the Luxembourg Stock Exchange. The Frankfurt Freiverkehr and the Euro MTF market are not regulated markets within the meaning of Directive 2004/39/EC on markets in financial instruments.</p>
C.12	Minimum denomination of an issue	<p>The Certificates are issued in a denomination of EUR1,000 each.</p>

Section D – Risks

Element	Title	
D.2	Key risks regarding the Issuer	<p>The Issuer is a special purpose vehicle.</p> <p>The Issuer is established as a securitisation undertaking (<i>société de titrisation</i>) within the meaning of the Securitisation Act 2004 and may create, from time to time, separate compartments, each of which is a separate and distinct part of the Issuer's estate (<i>patrimoine</i>).</p> <p>With respect to the Certificates, the Board has established a separate compartment (the Compartment 13) and the claims of the Certificate Holders under the Certificates against the Issuer will be limited to the net assets allocated to Compartment 13.</p> <p>It cannot be ruled out that there may be other creditors that have access to assets allocated to Compartment 13.</p> <p>Certificate Holders will not be able to petition for the winding up, the</p>

Element	Title	
		<p>liquidation or the bankruptcy of the Issuer in the event of any shortfall under the Certificates or to take any similar proceedings.</p> <p>The Issuer has not created any security interest over the Fund Shares to secure its obligations in respect of the Certificates or any other liabilities.</p> <p>The Issuer is party to contracts with a number of third parties, who have agreed to perform a number of services in relation to the Certificates, the failure of which may adversely affect the Certificate Holders.</p> <p>There are potential conflicts of interests in relation to the investment policies applicable to the various compartments of the Issuer and the agents performing obligations in connection with the Certificates.</p>
D.3	Key risks regarding the Certificates	<p>The obligations of the Issuer under the Certificates are limited recourse obligations. Any payment to be made by the Issuer under the Certificates will depend exclusively on payments received by the Issuer under the Fund Shares.</p> <p>The Certificates may not be a suitable investment for all investors.</p> <p>The Certificates have features which may contain particular risks for potential investors, in particular they (i) may, under certain circumstances, be redeemed early by the Issuer but not at the option of any Certificate Holder, (ii) do not pay any interest and (iii) provide for payments of certain fees and expenses before any payments to the Certificate Holders.</p> <p>Certain matters affecting the interests of Certificate Holders generally are subject to votes by general meetings which permit defined majorities of Certificate Holders to pass resolutions that bind all Certificate Holders.</p> <p>Further Certificates may be issued under Compartment 13.</p> <p>Payments under the Certificates are subject to the EU Savings Directive and the tax legislations of Luxembourg, Germany and Austria.</p> <p>The rights and obligations of the Certificate Holders may adversely be affected by any change of law applicable to the Certificates.</p> <p>Certificate Holders have no direct right to enforce the Fund Shares.</p> <p>Potential investors should consider options for hedging the risk relating to an investment in the Certificates.</p> <p>There are risks arising in relation with the financing of an investment in the Certificates by way of a loan.</p> <p>Prospective investors should note that an investment in the Certificates is a long-term investment with no certainty of return. A Certificate Holder may only receive any payment from the Issuer at the Maturity Date or the Early Redemption Date, which will/may occur after a considerable period of time from the date of acquiring the Certificates. No interim payments will be made during the term of the Certificates.</p> <p>Certificate Holders will not receive any periodic interest payments on</p>

Element	Title	
		<p>the Certificates or any interest payment at maturity. The payment at maturity will depend only on the performance of the Fund Shares.</p> <p>The Certificates are unsecured. The right of the Certificate Holders to participate in the assets of the Issuer are limited to the Compartment 13 Assets.</p> <p>The Issuer will be responsible for determining, in a commercially reasonable manner, the events that would trigger an early redemption pursuant to the Conditions of the Certificates. If the Certificates are redeemed prior to the Maturity Date, following an early redemption, the amounts payable to Certificate Holders may be less than their original investment and may in certain circumstances be zero.</p>

Section E – Offer

Element	Title	
E.2b	Reasons for the offer and use of proceeds	The cash allocated to Compartment 13 will be used by the Issuer to subscribe to further Fund Shares to be allocated to Compartment 13.
E.3	Terms and conditions of the offer	<p>(a) Offer Period</p> <p>The Offer Period will start on 27 March 2014 and finish on 26 March 2015 provided that the Offer Period will not commence in:</p> <p>(i) Germany, until the day following the banking day in Germany on which the BaFin, as registration office, has been notified of the intended offer to the public; and</p> <p>(ii) Austria, until the day following the banking day in Austria on which the <i>Oesterreichische Kontrollbank AG</i>, as registration office (<i>Meldestelle</i>), has been notified of the intended offer to the public.</p> <p>The Issuer reserves the right for any reason to close the Offer Period early. The Issuer will also regularly inform the Certificate Holders during the Offer Period by publishing the relevant information on the website of the Issuer on www.aiv-sa.eu and on the website of the Luxembourg stock exchange (www.bourse.lu).</p> <p>(b) Price during the Offer Period</p> <p>During the Offer Period, the Issuer will offer and sell the Certificates for their market value.</p> <p>(c) Conditions of the offer:</p> <p>The Issuer reserves the right to withdraw the offer and/or cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date.</p> <p>(d) The time period during which the offer of the Certificates will be open and description of the application process:</p> <p>The offer of the Certificates will be open during the Offer Period. Applications for the Certificates can be made at Oaklet GmbH, Bettinastrasse 61, D-60325 Frankfurt am Main.</p>

Element	Title	
		<p>(e) Details of the minimum and/or maximum amount of application:</p> <p>The minimum allocation per investor will be equal to EUR1,000 in principal amount of the Certificates. The maximum allocation of Certificates will be subject only to availability at the time of the application. There are no pre-identified allotment criteria.</p> <p>(f) Details of the method for paying up and delivering the Certificates</p> <p>The Certificates will be sold against payment of their market value to the Issuer or any agent designated by the Issuer. Each investor will be notified of the settlement arrangements in respect of the Certificates at the time of such investor's application.</p> <p>(g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:</p> <p>Not Applicable.</p> <p>(h) Manner and date in which results of the offer are to be made public</p> <p>The volume offer is 9,806 Certificates with a denomination of EUR1,000 each.</p> <p>(i) Categories of potential investors to which the Certificates are offered</p> <p>Offers may be made in Germany and Austria (the Offer to the Public Jurisdictions) to any person during the Offer Period. In other EEA countries offers during the Offer Period may only be made pursuant to an exemption from the obligation under the Prospectus Directive, as implemented in such countries, to publish a prospectus. In all jurisdictions (including the Offer to the Public Jurisdictions) outside of the Offer Period, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive, as implemented in such countries, to publish a prospectus.</p>
E.4	Interest of natural and legal persons involved in the issue/offer	Other than as mentioned in Elements B.16, B.21, B.33-D.2, B.40, B.41, B.43, D.2 and D.3 above and so far as the Issuer is aware, no person involved in the issue of the Certificates has an interest material to the offer, including conflicting interests.
E.7	Expenses charged to the investor by the Issuer or an Offeror	Not Applicable – No expenses will be charged to investors by the Issuer.

RISK FACTORS

Prospective investors in the Issuer and the Certificates should ensure that they fully understand the nature of the Certificates, as well as the extent of their exposure to risks associated with an investment in the Certificates. They should consider the suitability of an investment in the Certificates in light of their own particular financial, fiscal and other circumstances. In particular, prospective investors should be aware that the Certificates and the Fund Shares may decline in value and should be prepared to sustain a substantial or total loss of their investment in the Certificates and ensure that their acquisition is fully consistent with their financial needs and investment policies, is lawful under the laws of the jurisdiction of their incorporation and/or in which they operate, and is a suitable investment for them to make.

The Issuer believes that the following factors may affect its ability to fulfil its obligations under the Certificates. All of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with the Certificates and the Fund Shares are described below. The Issuer believes that the factors described below represent the principal risks inherent in investing in the Certificates and the Fund Shares, but the inability of the Issuer to pay principal or other amounts under or in connection with the Certificates may occur for other reasons, which may not be or may not have been considered significant risks by the Issuer based on information currently available to it or which it may not currently be able to anticipate. Prospective investors should also read the detailed information set out elsewhere in this Prospectus and reach their own views prior to making any investment decision.

1. RISK FACTORS RELATING TO THE ISSUER

1.1 Issuer is a special purpose vehicle

The Issuer's sole business is the raising of money by issuing securities for the purposes of acquiring assets or risks relating to assets generally.

1.2 Securitisation Act 2004 and compartments generally

- (a) The Issuer is established as a securitisation undertaking (*société de titrisation*) within the meaning the Securitisation Act 2004 and falls under the supervision of the CSSF pursuant to Chapter 2 of the Securitisation Act 2004. The board of directors of the Issuer (the **Board**) may establish one or more compartments (within the meaning of articles 62 *et seq.* of the Securitisation Act 2004), each of which is a separate and distinct part of the Issuer's estate (*patrimoine*) and which may be distinguished by the nature of acquired risks or assets, the terms and conditions of the obligations incurred in relation to the relevant compartment, their reference currency or other distinguishing characteristics.
- (b) By subscribing to, or otherwise acquiring, the Certificates, the Certificate Holders will, and shall be deemed to, fully adhere to, and be bound by, the articles of incorporation of the Issuer (the **Articles**). The text of the Articles in force as of the date of this Prospectus have been filed with the Luxembourg trade and companies register and are available for inspection at the Luxembourg trade and companies register during normal business hours. As and when restated versions (*statuts coordonnés*) of the Articles are produced, such restated versions will be filed with the Luxembourg trade and companies register and will be available for inspection. Each amendment to the Articles will be published in the official gazette in Luxembourg, the *Mémorial*.

1.3 **Compartment 13 relating to the Certificates**

- (a) With respect to the Certificates, the Board has established a separate compartment (the **Compartment 13**). Pursuant to the Securitisation Act 2004, claims against the Issuer by the Certificate Holders and of the other Compartment Parties (as defined below) will be limited to the net assets of Compartment 13. If Compartment 13 is liquidated, its assets shall be applied in accordance with the Conditions of the Certificates.
- (b) The Board shall establish and maintain separate accounting records for Compartment 13 in order to ascertain the rights of Certificate Holders and of the other Compartment Parties (as defined below) in respect of Compartment 13 for the purposes of the Articles and the Conditions of the Certificates, such accounting records being conclusive evidence of such rights in the absence of proven manifest error.
- (c) The assets of Compartment 13 (the **Compartment 13 Assets**) shall include the following rights and assets of the Issuer:
- (i) the proceeds of the issue of the Certificates, to the extent not applied in making payment under the agreements entered into by the Issuer in connection with the issue of the Certificates and the acquisition of the Fund Shares (the **Transaction Documents** and each a **Transaction Document**);
 - (ii) the Fund Shares; and
 - (iii) the rights, title and interest of the Issuer in, to and under each of the Transaction Documents.
- (d) The proceeds of the Fund Shares are available for payment and distribution to the Certificate Holders only after payment of the Payable Costs in accordance with the Priority of Payments (as defined below).

Issuer Fee means the greater of (a) the sum of (i) 0.5% *per annum* payable monthly in arrears based on the average gross asset value of up to EUR25,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date (as defined below) plus (ii) 0.4% *per annum* payable monthly in arrears based on the average gross asset value of between EUR25,000,001 and EUR50,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date plus (iii) 0.3% payable monthly in arrears based on the average gross asset value of starting from EUR50,000,001 of the Fund Shares held by the Issuer on the relevant Valuation Date or (b) a minimum fee of EUR 50,000 payable monthly in arrears to the Issuer. The minimum fee for the entire period until 31 December 2011 is reduced to EUR25,000.

Payable Costs means the sum of the Transaction Costs and the Operational Costs. If the Issuer is not in a position to determine the exact amount of Payable Costs, it is entitled to create an accounting provision to account for the Payable Costs that the Issuer is likely to incur in the future (the **Provision**). The Provision will be determined by the Issuer in its sole discretion.

Operational Costs means the Pro Rata Costs allocated and/or to be allocated to Compartment 13.

Operational General Costs means any operational costs (such as, audit costs, corporate services costs, registration costs, publication costs, costs relating to the convening and holding of general meetings or any other costs generally payable by the Issuer in connection with its business) as well as direct and indirect taxes and duties that are incurred and will be incurred by the Issuer and that cannot be allocated to a specific compartment created from time to time by the Issuer. Operational General Costs shall be allocated by the Issuer, on a half yearly basis in arrear, to all the existing compartments, on an equal basis and *pro rata temporis* for compartments in existence within such half

year, where the relevant issue documentation does not exclude Operational General Costs to be borne by a specific compartment (the **Pro Rata Costs**). The Issuer is entitled to create a budget for Operational General Costs that the Issuer is likely to incur in the future and for which the amount can be determined or approximated upfront (the **Budget**). The Issuer can divide such Budget in monthly instalments (the **Instalments**) and take account of such Instalments in the determination of Operational General Costs.

Transaction Costs means (a) the Issuer Fee and (b) any costs, fees and disbursements that the Issuer has incurred and will incur, directly or indirectly, in connection with Compartment 13, including, inter alia, costs, fees and disbursements in connection with (i) the acquisition of the Fund Shares (other than the initial investment in the Fund Shares), sale and transfer of the Fund Shares and, where applicable, enforcement of the Fund Shares, the issue of the Certificates and the redemption of the Certificates (together, the **Transactions**), (ii) the appointment of any agent or servicer (in connection with the Transactions), (iii) the setting-up, the management and the liquidation of Compartment 13 and (iv) the making claims and (c) all direct and indirect taxes and duties payable by the Issuer in connection with Compartment 13.

Upon redemption of the Certificates in whole (but not in part), Compartment 13 shall be liquidated and all assets allocated to Compartment 13 which have not been used for the discharge of the liabilities under Compartment 13 will be transferred to the general estate of the Issuer. The assets so transferred will no longer form part of the Compartment 13 Assets.

1.4 There may be other creditors in respect of Compartment 13

- (a) Pursuant to the Securitisation Act 2004, the Compartment 13 Assets are exclusively available to satisfy the rights of the Certificate Holders and the rights of any other creditor whose claims have arisen at the occasion of the creation, the operation or the liquidation of Compartment 13 (the **Compartment Parties**). The amounts payable or deliverable by the Issuer to the Compartment Parties under the Transaction Documents are referred to as **Compartment Liabilities**.
- (b) The Issuer is not aware of any claims of persons other than Compartment Parties that have arisen or may in the future arise on terms that such claims would be entitled, under the Securitisation Act 2004, to be satisfied from the Compartment 13 Assets. However, if such claims exist at the issue date of the Certificates or will arise in the future, they may have a material and adverse effect on the value of the Compartment 13 Assets available to meet the claims of the Compartment Parties and the Certificate Holders, and therefore the Compartment 13 Assets may not be sufficient to satisfy all amounts scheduled to be paid to the Certificate Holders and the Compartment Parties.

1.5 Limited recourse and non-petition

- (a) The rights of Certificate Holders and other Compartment Parties to participate in the assets of the Issuer are limited to the Compartment 13 Assets. If the payments and/or deliveries received by the Issuer in respect of the Compartment 13 Assets are not sufficient to discharge all Compartment Liabilities and the Certificate Holders, the obligations of the Issuer in respect of the Compartment Liabilities and the Certificates will be limited to the Compartment 13 Assets. The Issuer will not be obliged to make any further payments and/or deliveries to any Compartment Parties and/or Certificate Holders in excess of the amounts received upon the realisation of the Compartment 13 Assets. Following the application of the proceeds of realisation of the Compartment 13 Assets in accordance with the Conditions of the Certificates and the Articles, the claims of the Certificate Holders and any other Compartment Parties for any shortfall shall be extinguished and the Certificate Holders and the other Compartment Parties (and any person acting on behalf of any of them) may not take any further action to recover such shortfall.
- (b) In particular, no such party has the right to petition for the winding-up, the liquidation or the bankruptcy of the Issuer as a consequence of any shortfall or to take any similar proceedings. Failure

to make payment in respect of any shortfall shall in no circumstances constitute an event of default under the Conditions. Any shortfall under Compartment 13 shall be borne by the Certificate Holders and the Compartment Parties specified in the Conditions

- (c) The Certificate Holders may be exposed to competing claims of other creditors of the Issuer, the claims of which have not arisen in connection with the creation, the operation or the liquidation of Compartment 13 if foreign courts, which have jurisdiction over assets of the Issuer allocated to a compartment (such as, Compartment 13) do not recognise the segregation of assets and the compartmentalisation, as provided for in the Securitisation Act 2004. The claims of these other creditors may affect the scope of assets which are available for the claims of the Certificate Holders and the Compartment Parties. If as a result of such claims, a shortfall arises, such shortfall will be borne by the Certificate Holders and the Compartment Parties specified in the Conditions.

1.6 Consequences of Winding-up Proceedings

- (a) The Issuer is structured to be an insolvency-remote vehicle. The Issuer will aim at contracting with each Compartment Party with respect to Compartment Liabilities only upon terms that such party agrees not to make application for the commencement of winding-up, liquidation and bankruptcy or similar proceedings against the Issuer. Legal proceedings initiated against the Issuer in breach of these provisions shall, in principle, be declared inadmissible by a Luxembourg court.
- (b) Notwithstanding the foregoing, if the Issuer fails for any reason to meet its obligations or liabilities (that is, if the Issuer is unable to pay its debts and may obtain no further credit), a creditor who has not (and cannot be deemed to have) accepted non-petition and limited recourse provisions in respect of the Issuer is entitled to make an application for the commencement of insolvency proceedings against the Issuer. In that case, such creditor would, however, not have recourse to the assets of any compartment but would have to exercise its rights on the general assets of the Issuer unless its rights would arise in connection with the creation, operation or liquidation of a specific compartment, in which case the creditor would have recourse to the assets allocated to that compartment. Furthermore, the commencement of such proceedings may, in certain conditions, entitle creditors to terminate contracts with the Issuer and claim damages for any loss created by such early termination. The Issuer is insolvency-remote but under no circumstances insolvency-proof.

1.7 No security interests

The Issuer has not created any security interest over the Fund Shares to secure its obligations in respect of Compartment Liabilities and in respect of the Certificates and no such security interests exist for the benefit of the Compartment Parties or the Certificate Holders.

1.8 Reliance on third parties

The Issuer is party to contracts with a number of third parties who have agreed to perform a number of services in relation to the Certificates. In particular, the Calculation Agent and the Paying Agent have agreed to provide services with respect to the Certificates and the Transaction Documents.

If any such third party fails to perform its obligations under any relevant agreement, investors may be adversely affected.

No assurance can be given that the creditworthiness of the parties to the Transaction Documents will not deteriorate in the future. This may affect the performance of their respective obligations under the respective Transaction Documents.

1.9 Potential conflicts of interest

The Issuer may create compartments under which it may invest in the same assets as, or in similar assets to, already existing compartments. Furthermore, the investment policy of a compartment set up by the Issuer may compete, as the case may be, or be in conflict with the investment policy of other compartments set-up or to be set-up by the Issuer, as the case may be. Investors do not have the right to switch from one compartment to another compartment or to receive any compensatory payments whatsoever as a result of such competing investment policy.

The Calculation Agent or the Paying Agent or a member of its group, or any other person connected with it may, when it performs the obligations in connection with the Certificates, have an interest, relationship or arrangement that is material to, or may conflict with, such obligations. The Certificate Holders understand that neither the Calculation Agent or the Paying Agent nor a member of its group shall be required to disclose such interests, relationships or arrangements to the Certificate Holders, or to account for or disclose any profit, charge, commission or other remuneration arising in respect of such interests, relationships or arrangements, unless required by law.

The Calculation Agent, or the Paying Agent, or a member of its group, or some other person connected with it may receive non-public information with respect to the Compartment 13 Assets, which is or may be of significance in relation to the Certificates. Neither the Calculation Agent and the Paying Agent nor a member of its group, or any other person connected with it, intend to make such information available to the Certificate Holders, unless required by law.

2. RISK FACTORS RELATING TO THE CERTIFICATES

2.1 Limited Recourse

- (a) All payments to be made by the Issuer in respect of the Certificates will be made only from the assets and rights comprised in, and any monies received from time to time by or on behalf of the Issuer in respect of the Fund Shares (the **Relevant Assets**) and which will be allocated to Compartment 13. The Certificate Holders will consequently bear, amongst others, the insolvency risk of the Fund.
- (b) To the extent that the Relevant Assets are less than the minimum amount which the holders of the outstanding Certificates then outstanding were scheduled to receive (the difference being referred to herein as a **shortfall**), such shortfall will be borne by the Certificate Holders.
- (c) Each holder of Certificates, by subscribing to or purchasing the Certificates, accepts and acknowledges, and will be deemed to accept and acknowledge, that:
- (i) the Certificate Holders shall look solely to the Relevant Assets for payments and (if any) deliveries to be made by the Issuer under the Certificates
 - (ii) the monies received in respect of the Relevant Assets will be used first to pay various costs before distributions will be made to the Certificate Holders;
 - (iii) the monies received in respect of the Relevant Assets will be used first to pay various costs incurred by the Issuer before distributions will be made to the Certificate Holders;
 - (iv) the obligations of the Issuer to make payments and deliveries under the Certificates will be limited to the Relevant Assets and the Certificate Holders shall have no further recourse to the Issuer (or any of its rights, assets or properties) in respect of the Certificates;
 - (v) following application of the Relevant Assets, and without prejudice to the foregoing, any right of the Certificate Holders to claim payment of any amounts or assets exceeding the Relevant Assets shall be automatically extinguished; and
 - (vi) the holders of the Certificates shall not be able to petition for the winding up, the liquidation or the bankruptcy of the Issuer as a consequence of any shortfall or otherwise.
- (d) For the avoidance of doubt, none of the Paying Agent, the Calculation Agent or a shareholder of the Issuer has any obligation to any Certificate Holder for payment or delivery of any amount by the Issuer in respect of the Certificates. There is no guarantee from any such person to the Certificate Holders that they will recover any amounts payable or deliverable under the Certificates.
- (e) Any recourse against the shareholders or the directors of the Issuer in respect of obligations assumed by the Issuer under the Certificates is excluded. The Issuer is not an agent of the Certificate Holders for any purpose.

2.2 The Certificates may not be a suitable investment for all investors

Each potential investor in any Certificates must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Certificates, the merits and risks of investing in the Certificates and the information contained or incorporated by reference in the Prospectus or any supplement thereto;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Certificates and the impact the Certificates will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Certificates where the currency for principal payments is different from the potential investor's currency;
- (iv) understand fully the Conditions of the Certificates and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

The Certificates are complex financial instruments. Sophisticated institutional investors generally do not purchase complex financial instruments as stand-alone investments. They purchase complex financial instruments as a way to reduce risk or enhance yield with an appropriate addition of risk to their overall portfolios. A potential investor should not invest in Certificates which are complex financial instruments unless it has the expertise (either alone or with a financial adviser) to evaluate how the Certificates will perform under changing conditions, the resulting effects on the value of the Certificates and the impact this investment will have on the potential investor's overall investment portfolio.

2.3 Risks relating to the structure of the Certificates

The Certificates have features which may contain particular risks for potential investors.

(a) Optional redemption by the Issuer

The optional redemption feature of the Certificates is likely to limit their market value. During any period when the Issuer may elect to redeem Certificates, it is possible that the market value of the Certificates will not rise substantially above the price at which they can be redeemed. This may also be true prior to any such redemption period.

(b) No optional redemption by the Certificate Holders

There is no optional redemption feature, which enables the Certificate Holders to require the Issuer to redeem the Certificates before their stated maturity.

(c) No interest payments on the Certificates

The Certificates will not pay any interest and thus do not grant a claim to the payment of a regular income. Possible losses under the Certificates can therefore not be compensated by means of other income received under the Certificates.

(d) Fees and expenses

In connection with the Certificates, Certificate Holders should note that certain amounts, including but not limited to amounts payable to the Agents and to the Issuer, rank senior to payments of principal under the Certificates to the Certificate Holders:

- (e) Payments to be made by the Issuer under the Certificates are expressly subject to receipt of Funds under the Fund Shares and therefore, by subscribing the Certificates, the Certificate Holders incur the risk that they will lose all or part of their respective investment in the Certificates.

2.4 General risks relating to the Certificates

- (a) Modification

The Conditions of the Certificates contain provisions for calling meetings of Certificate Holders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Certificate Holders, including Certificate Holders who did not attend and vote at the relevant meeting and Certificate Holders who voted in a manner contrary to the majority.

The Conditions of the Certificates also provide that the Issuer may, without the consent of Certificate Holders, make any modification to the Conditions which is of a formal, minor or technical nature, or is made to correct a manifest or proven error, or to comply with mandatory provisions of the law of the jurisdiction in which the Issuer is incorporated or to reflect any change of law which has an impact on the Issuer's obligations under the Certificates.

- (b) Further issues of Certificates

Further Certificates may be issued under Compartment 13.

- (c) Costs relating to the purchase and sale of the Certificates

Commissions and other costs, which are incurred by a potential investor in connection with the purchase and/or sale of Certificates, may significantly reduce the income generated by an investment in the Certificates.

- (d) EU Savings Directive

Under EC Council Directive 2003/48/EC on the taxation of savings income (the **Directive**), Member States are required to provide to the tax authorities of another Member State details of payments of interest (or similar income) paid by a person within its jurisdiction to an individual resident in that other Member State or to certain limited types of entities established in that other Member State. However, for a transitional period, Luxembourg and Austria are instead required (unless during that period they elect otherwise) to operate a withholding system in relation to such payments (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries). A number of non-EU countries and territories, including Switzerland, have adopted similar measures (a withholding system in the case of Switzerland). In April 2013, the Luxembourg Government announced its intention to abolish the withholding system with effect from 1 January 2015, in favour of automatic information exchange under the Directive. The final form of the measure is still unknown.

On 15 September 2008 the European Commission issued a report to the Council of the European Union on the operation of the Directive, which included the Commission's advice on the need for changes to the Directive. On 13 November 2008 the European Commission published a more detailed proposal for amendments to the Directive, which included a number of suggested changes. The European Parliament approved an amended version of this proposal on 24 April 2009. If any of those proposed changes are made in relation to the Directive, they may amend or broaden the scope of the requirements described above.

If a payment were to be made or collected through a Member State which has opted for a withholding system and an amount of, or in respect of, tax were to be withheld from that payment, neither the Issuer nor any Paying Agent nor any other person would be obliged to pay additional

amounts with respect to any Certificate as a result of the imposition of such withholding tax. The Issuer is required to maintain a Paying Agent in a Member State that is not obliged to withhold or deduct tax pursuant to the Directive.

Taxation of Certificates in Germany and in Austria

As no management practice and jurisprudence exists for innovative financial products such as the Certificates in question, the risk exists that the tax assessment of the Certificates by the financial authorities and/or the financial courts will differ from the opinion set out in the taxation information of this Prospectus and that adverse taxation consequences may result from this. If the German Investment Tax Act (*Investmentsteuergesetz – InvStG*) were applied, this might possibly result in punitive taxation in the form of a taxation of fictitious income at the level of the investors. It is therefore recommended that each potential investor obtains the advice of his personal tax adviser concerning the resultant tax consequences in his individual case prior to purchasing the Certificates.

(e) Change of law

The Conditions of the Certificates are based on Luxembourg law now in force. No assurance can be given as to the impact of any possible judicial decision or change to Luxembourg law or administrative practice after the date of this Prospectus.

(f) No right to enforce the Fund Shares

Whilst payments and deliveries under the Certificates are dependent upon the return (if any) derived from and payments made under the Fund Shares, Certificate Holders will have no direct right to enforce the terms of the Fund Shares against the Fund. The Issuer shall exercise its right as a holder of record of the Fund Shares in good faith and in a commercially reasonable manner, taking into consideration the interests of the Certificate Holders as a class in respect of the Fund Shares pursuant to the Certificates.

(g) Hedging the risk relating to an investment in the Certificates

Potential investors may not be able, or only be able at important costs, to enter into hedging agreements to limit the risk that is generated by an investment in the Certificates. Such hedging costs may significantly reduce the income generated by an investment in the Certificates.

(h) Loan financing of the investment in the Certificates

A potential investor that finances its investment in the Certificates via a loan should not rely on the fact that the income generated by an investment in the Certificates will suffice to repay the loan itself and the interest thereon. In the case of a loss of the investment, the investor would still have to repay the loan and the interest thereon.

3. RISKS RELATING TO THE MARKETS GENERALLY

3.1 The secondary market generally

The Certificates do not have an established trading market when issued, and one may never develop. If a market does develop, it may not be very liquid. Therefore, investors may not be able to sell their Certificates easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of Certificates. The Issuer nor any of its agents will arrange for a market to develop in respect of the Certificates.

Although the Certificates are listed and admitted to trading on the *Freiverkehr* of the Frankfurt stock exchange, admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and listed on the Official List of the Luxembourg Stock Exchange, it is not possible to predict if and to what extent a secondary market may develop in any Certificates or at what price any Certificates will trade in the secondary market or whether such market will be liquid or illiquid. No assurance is given that any such listing, quotation or admission to trading will be maintained. The fact that the Certificates are so listed, quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed, quoted or admitted to trading.

3.2 Exchange rate risks and exchange controls

The Issuer will pay principal on the Certificates in Euro. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the **Investor's Currency**) other than the Euro. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Euro or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Euro would decrease (1) the Investor's Currency-equivalent yield on the Certificates, (2) the Investor's Currency-equivalent value of the principal payable on the Certificates and (3) the Investor's Currency-equivalent market value of the Certificates. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate. As a result, investors may receive less principal than expected, or no principal.

3.3 Credit ratings may not reflect all risks

One or more independent credit rating agencies may assign credit ratings to the Certificates. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Certificates. A credit rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn by the rating agency at any time.

3.4 Market volatility

Market volatility reflects the degree of instability and expected instability of the performance of the Fund Shares. The level of market volatility is not purely a measurement of the actual volatility, but is largely determined by the prices for instruments which offer investors protection against such volatility. The prices of these instruments are determined by forces of supply and demand in the options and derivative markets generally. These forces are themselves affected by factors such as actual market volatility, expected volatility, macro economic factors and speculation.

3.5 Legal investment considerations may restrict certain investments

The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) Certificates are legal investments for it, (2) Certificates can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Certificates. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Certificates under any applicable risk-based capital or similar rules.

None of the Issuer, the Paying Agent, the Calculation Agent, the shareholder of the Issuer nor any of their respective affiliates has assumed or assumes responsibility for the lawfulness of the acquisition of the Certificates by a prospective purchaser of the Certificates, whether under the laws of the jurisdiction of its incorporation or the jurisdiction in which it operates (if different), or for

compliance by that prospective purchaser with any law, regulation or regulatory policy applicable to it. A prospective purchaser may not rely on the Issuer, the Paying Agent, the Calculation Agent, the shareholder of the Issuer nor any of their respective affiliates in connection with its determination as to the legality of its acquisition of the Certificates nor as to the other matters referred to in this Risk Factors section or elsewhere in this Prospectus.

4. RISK FACTORS RELATING TO THE FUND AND THE FUND SHARES

4.1 General risks in relation to the Fund

- (a) Risk typical for an investment company established as "*société d'investissement à capital variable*" (investment company with variable capital) organised in the form of a public limited liability company (*société anonyme*)

The Fund was established as a *société d'investissement à capital variable* (investment company with variable capital) organised in the form of a public limited liability company (*société anonyme*), consisting of several separately managed sub-funds and subject, amongst others, to the 2010 Law (as defined below). In accordance with the laws of Luxembourg, the assets of a sub-fund (i.e. the assets allocated to a separately managed portfolio) cannot be used to settle the liabilities of another sub-fund. However, given that only the Fund has legal personality (and not any of the sub-funds) it is possible that other jurisdictions in which the Fund may operate and/or in which assets are managed for it or claims asserted against it will not recognise this separation. Under these circumstances, there is a risk that the assets of a sub-fund may be used to meet the liabilities of another sub-fund if its assets are exhausted.

- (b) Dependence on Investment Manager

Although the final responsibility for the management of the Fund lies with the board of directors of the Fund (the **Fund Board**), all preparations for decisions concerning the investment of the assets of the Fund are transferred to the Investment Manager, which is responsible for preparing these decisions and through its selection and monitoring has key influence on the purchase and sale of assets for the Fund. The expertise of the Fund in selecting investments for the different sub-funds depends to a considerable degree on the continuation of the contractual relationship with the Investment Manager and on the performance and experience of its senior executives. If the services of the Investment Manager (or one of its employees in a central position) are not longer available, the performance of the Fund and the value of the Fund Shares may be considerably impaired by this, since in this case the Investment Manager's own investment method, developed by the Investment Manager, may no longer be available for the benefit of the Fund. Shareholders are not entitled or authorised to participate in the management of transactions of the Fund.

- (c) Credit quality risk

There are two types of credit quality risk:

- (i) Failure of a contractual partner: under certain circumstances the failure of a contractual partner may adversely affect the performance of the Fund and the value of the Fund Shares. The Fund Board will ascertain as comprehensively as practically possible that the contractual partners of the Fund are solvent and subject to the supervision of the competent authorities in the respective jurisdictions.
- (ii) Failure of an issuer of securities: the Fund cannot provide a guarantee of the solvency and/or solidity of the issuer in whose financial securities it invests. Consequently a risk of loss exists for the Fund if such issuer becomes unable to fulfil its obligations with respect to these securities.

(d) Operating deficits, risks of an initial loss

The costs of operations of the Fund (including the fees to be paid to the Investment Manager and other service providers) may exceed the income of the Fund and diminish the value of the investments of the Fund and its profit potential. If the Fund commences trading under market conditions that results in considerable initial losses, the risk that the Fund will have to cease trading increases substantially. The Fund may run into considerable payment difficulties, if its assets are exhausted early on; this is particularly the case in the light of the costs that the Fund has to bear.

(e) Investment risks

The value of the Fund Shares issued by the Fund may fall to zero. The investment strategy of the Fund is designed in such a way that, generally, it does not correlate with the movements of the capital markets. However, the Fund may be affected adversely by unforeseeable events such as energy crises, political crises, changes in foreign exchange rates or interest rates, the forced cancellation of securities or takeover bids.

(f) Foreign exchange rates

Foreign exchange rates are subject to the influence of a number of factors in relation to supply and demand on the international foreign exchange markets, which are, in turn, influenced by such factors as national economic factors, speculative transactions and interventions by central banks and government agencies (for example, in the form of exchange control measures or foreign exchange restrictions). Fluctuating foreign exchange rates, which are not hedged by hedging transactions, may negatively impact the value of the assets held by the Fund.

(g) Economic conditions

Changes in economic conditions, including, for example, interest rates, inflation rates, unemployment rates, competition, technical developments, events and developments in the spheres of politics and diplomacy, as well as tax law, may considerably impair the transactions and transaction prospects of the investment company. None of the above conditions can be influenced by the Investment Manager, and there can be no assurance that the Investment Manager will foresee any of the corresponding developments.

(h) Regulation

Notwithstanding the authorisation of the Fund by the CSSF in accordance with Part II of the 2010 Law, the Fund is not authorised elsewhere in accordance with other applicable regulations or laws. Correspondingly, shareholders cannot call on protective provisions that may exist in accordance with such other laws or regulations (such as provisions stipulating that directors of investment funds may not participate in the investments of said investment funds).

(i) Dividends and distributions

The Fund does not intend to pay dividends or effect other distributions. Instead, it intends to accumulate all income and profits. Correspondingly, an investment in the Fund is not suitable for investors who, for reasons of financial or tax planning, are seeking to achieve a regular income. However, the Fund Board reserves the right to set and pay dividends.

(j) Risk management

The Fund intends to use a risk management approach that is, in its opinion, suitable for the business activities of the Fund, the application of which will be the responsibility of the Fund Board. In each case, risk management requires a large number of decisions and qualitative assessments. No risk

management system is absolutely certain, and it cannot be ensured that the framework conditions of the Fund created for the purposes of risk control will achieve their objective. The Fund Board may change the risk management system and procedure of the Fund, if necessary, without notifying the shareholders.

(k) Compliance with legal regulations

The Fund has to comply with various legal requirements including requirements of different jurisdictions pursuant to, including but not limited to, securities law, tax law and pension provisions. If one of these laws should change during the planned life of the Fund, the legal requirements applying to the Fund and the shareholders may differ considerably from the requirements applicable on the date of this Prospectus.

(l) Forced disposal

In the event of extensive redemptions by shareholders within a short period of time, the Fund Board may be compelled to dispose of positions more quickly than would otherwise be desirable, which could impair the value of the assets of the Fund. The resultant decrease in the assets of the Fund could make it more difficult to achieve positive returns or compensate for losses, due to the lower asset base. Moreover, such extensive redemptions may increase the proportion of fees and outgoings of the Fund to be paid by the remaining shareholders of the Fund.

(m) Legal disputes and claims

Lawsuits or proceedings, which were initiated by government agencies, corporations or private individuals or other persons, may be pending against the Fund, the Fund Board and the Investment Manager. Except in cases in which a lawsuit or proceedings are based on gross negligence, intent or fraud of a director of the Fund Board or the Fund in the fulfilment of its duties, the Fund will bear any costs, expenses or losses arising in connection therewith.

4.2 Specific risks in relation to the Fund and the Investment Manager

The Fund is structured and managed as a part II fund (**Part II Fund**) subject to, amongst others, the 2010 Law. The following information includes a list of the most important risks that are associated with an investment in a Part II Fund. In particular, it should be noted that there is a risk that the value of the Fund Shares may fall, even to zero, and that therefore a total loss may result from this.

(a) General investment risks

Part II Funds work with different investment strategies each of which involves certain risks. Different techniques can be employed, whose failure or ineffectiveness can result in considerable losses arising or investment opportunities not being able to be realised. There are less restrictions whatsoever in relation to the investment instruments in which a Part II Fund can invest. These include equities and/or other securities, derivatives and other direct or indirect forms of investment. With regard to the investments, currency risks (for example, the risk of a temporary inability to implement, depreciation or the absence of exchange possibilities) and other potential risks (expropriation, taxes and duties similar to expropriation, political and social instability, limited ability to trade, foreign exchange rate fluctuations and foreign exchange rate manipulation) exist. Investments of Part II Funds are also made on markets on which liquidity and state control are lower than on organised markets. Moreover, higher transaction costs and delays in clearing and settlement may arise. Furthermore, a Part II Fund may follow certain strategies to accept certain short-term

losses in order to achieve higher, long-term gains. Depending on whether and to what extent these risks arise, there is an increased risk, that Part II Funds may incur losses.

(b) Highly volatile markets

Foreign exchange rates and the prices of derivative instruments may be highly volatile. Price movements of currencies and forwards, futures and other derivative contracts, in which the assets of a Part II Funds may be invested, may be influenced by such factors as interest rates, changes in supply and demand, trading, tax and financial programmes and foreign exchange control guidelines, national and international events and guidelines in the political and economic spheres. Furthermore, governments may intervene directly in certain markets or by issuing legal regulations. This exertion of influence is frequently intended to directly influence prices and may, together with other factors, e.g. interest rate fluctuations, result in all these markets developing in the same negative direction for the Part II Fund.

(c) Dependence on Investment Manager

The performance of a Part II Fund depends on the successful implementation of the pursued investment strategy by the respective persons entrusted with the implementation of investment strategies and the persons responsible for the management of transactions. If these persons are no longer available, the performance of the respective Part II Fund may suffer as a result. It cannot be ruled out that the Investment Manager and other consultants entrusted with the implementation of the investment strategies may not keep to the agreed investment strategies, misappropriate assets of the Fund managed by them, report misleadingly about purchases of investments, misuse confidential information or display other types of misconduct. Such behaviour may justify the liability of a Part II Fund toward third parties or result in considerable losses, including a total loss of the entrusted assets.

(d) Custodian bank risks

The assets that belong to a Part II Fund are held in safekeeping by one or more custodian banks or third-party custodians. This results in a potential risk of loss as a result of breaches of the duty of care, improper use or the possible insolvency of the custodian bank or of a possible third-party custodian.

(e) Exchange regulations

Each securities exchange or futures and options exchange can normally suspend or restrict trading of all securities listed on it. Such a suspension of trading may prevent the Part II Fund from liquidating positions and may involve corresponding risks of loss for the Part II Fund.

(f) Management fees

Regardless of its performance, the Part II Fund has to bear certain management and custodian bank costs. These fees are customarily incurred even if the value of the assets of the Part II Fund decreases.

(g) Concentration risks and transactions volumes

Part II Funds may concentrate their activity on a few assets, markets or sectors. Such a concentration is particularly risky and may, in relative terms, result in higher losses than would have occurred in the case of a broad dispersal of investments. Moreover, Part II Funds may orient their investment activities towards certain short-term market considerations: this may result in high transaction volumes (and the associated transaction costs) and considerable short-term fluctuations.

(h) Counterparty risk and issuer risk

Normally there are lower restrictions on a Part II Fund with regard to the selection of the contractual parties with which they carry out transactions for investment purposes. Consequently, the general payment default risk (counterparty risk and issuer risk) applies to them to a certain extent. Even if the selection is made with extreme care, losses as a result of a payment default (or an impending payment default) of an issuer of securities subscribed by a Part II Fund cannot be ruled out. Part II Funds frequently carry out transactions by means of off-exchange trading, where the participants are typically not subject to credit checks or supervisory control, so that a particular counterparty risk exists with regard to the respective other contractual party. Moreover, in the case of off-exchange transactions, there are in particular settlement risks, which differ considerably from those that occur on a stock exchange or another organised market. Furthermore, the same disclosure obligations and investment protection provisions as for financial instruments that are listed on a stock exchange or that are publicly traded do not apply in relation to issuers of financial instruments that are not listed on a stock exchange or that are not publicly traded.

(i) Limited liquid investments

Part II Funds may invest in assets that are only transferable to a limited extent *ipso jure* or for other reasons, or for which no liquid markets exist. The value of such assets, if it can be determined at all, tends to be subject to strong fluctuations. In certain cases it may be impossible to dispose of the assets at the desired point in time or achieve the actual market value in the event of a disposal. This applies especially to financial instruments that are not publicly traded. In the event of the disposal of such assets, there may be considerable delays and the price achieved may be below the price paid when the asset was originally purchased.

(j) Currency risks and interest rate risks

Part II Funds may invest in assets that are denominated in a large number of different currencies. In the case of such investments, certain currency risks exist that result from different economic factors, speculations and interventions on the part of central banks and government agencies (including foreign currency controls and restrictions), which do not normally have an effect on funds. The value of investments in interest-bearing financial instruments is especially dependent on the development of market interest rates, which can also influence the currencies in which the investments are denominated.

(k) Investments in emerging markets

Moreover, Part II Funds may invest in so-called emerging markets, especially in Latin America, Asia and Africa), i.e. regions that exhibit fast growth but are very volatile and illiquid capital markets. These investments are denominated in currencies that are unstable and may be subject to exchange restrictions and considerable adverse factors. The value of investments in emerging markets may be influenced by political, legal and tax uncertainties. Emerging markets are generally less developed economies that are less liquid and exhibit higher volatility than established markets. Moreover, the level of regulation is lower and existing laws are applied less consistently. When transactions are executed, there may be delays and uncertainties in the area of administration. Service providers in the areas of custodianship and settlement may not be in a position to offer the same quality of service, security, processing and management of financial instruments as in the case of more developed markets.

(l) “Soft dollar” commissions

When brokers, banks, traders and advisors are selected, it is possible that those at Part II Funds entrusted with the implementation of investment strategies may, in addition to such factors as prices, reliability and creditworthiness, take into consideration other factors such as products or services that

they receive from or are remunerated for by suppliers if they process their transactions via those suppliers. Such “soft dollar” commissions may prompt those entrusted with the implementation of the investment strategies to carry out transactions with service providers who do not offer the most favourable transaction costs.

(m) Conflicts of interest

There are a number of actual and potential conflicts of interest for the Investment Manager of the Fund. It is possible that the Investment Manager or its associated companies, partners, officeholders or employees (together **Company Staff**) will in the future manage other deposits and investment funds, including investment instruments with an investment programme that is essentially similar to that of the Fund or one of its sub-funds.

Such investment instruments managed by the Investment Manager may be selected as investments for the Fund. It is also possible that the Investment Manager or its company members will carry out investment transactions for their own account or for friends or relatives, who do not invest in the Fund, and that they will issue advice and recommend securities for other portfolios or investment funds than for the Fund, even if the investment objectives are possibly the same or similar.

The Investment Manager and the Company Staff will devote as much time to the transactions of the Fund as they consider to be necessary and appropriate. No agreements exist that prohibit the Investment Manager and its Company Staff from establishing further investment funds, further investment advisor relationships and other business activities, even if those activities are in competition with those of the Fund and/or a considerable amount of time and resources is necessary for this on the part of the Investment Manager. The Company Staff of the Investment Manager does therefore not devote its time exclusively to the transactions of the Fund, but divide it between the business of the Fund and the management of funds of other customers of the Investment Manager and, as the case may be, the Company Staff.

The Investment Manager and its Company Staff will split investment opportunities between the Fund and all other portfolios and investment funds managed by the Investment Manager or a company staff member in the proper exercise of their discretion and in a way that they consider to be appropriate.

The same also applies for other persons and parties, who may act for the Fund.

(n) General investment risks for derivatives

Notwithstanding above-average possibilities for profit, trading with derivatives may also involve considerable losses that exceed the value of the invested capital (and any collateral). As a consequence of their limited term, rights arising from derivatives may lapse or fall in value substantially.

Financial instruments that are intended to modify or mirror the performance of certain securities, currencies, markets etc. generally involve an additional counterparty risk.

If the purchase of derivatives is financed by means of loans, this may considerably intensify the effects of the market trend. The conclusion of transactions for the exclusion or limitation of the risks that are associated with derivative transactions may not be possible or may only be possible with losses. In the case of derivatives that consist of a combination of different basic types, the risks inherent in the individual basic types may be increased. If two interrelated transactions are concluded (for example, options on financial futures and securities index options), further risks may arise, which originate in the additionally entered into transaction and significantly exceed the risks associated with the first transaction. The risks in connection with derivative transactions are dependent on the positions that are purchased for the reference fund. Potential losses may be limited

to the price that was paid for an option, or significantly exceed the collateral provided, require further collateral or result in a debt involving a risk of loss that cannot be estimated in advance.

(o) Specific investment risks for options

In the case of options, decreases in value in the underlying securities may even reduce the value of the option to zero. The term of the option and the intensity and frequency of the price fluctuations of the underlying value play an important role in this.

In the event of rising prices, on the sale of an option to purchase there is the risk that the underlying securities will have to be supplied at a predetermined price, even though their market value is higher at this point in time. A loss arises of the difference between the price on exercise of the option right and the higher market value. The option premium paid must also be taken into consideration in the case of this loss.

The purchase of options to purchase involves the risk that the prices of the underlying securities do not increase as expected and that the option to purchase is not exercised, so that the paid option premium constitutes a loss.

In the case of a sale of an option to sell, the risk exists that an obligation is entered into to have to purchase assets at the price on the exercise of the option right, although their market value is lower at this point in time. In this case, a loss arises of the difference between the price on exercise of the option right and the lower market value. The option premium paid must also be taken into consideration in the case of this loss. The purchase of options to sell involves the risk that the prices of the underlying securities do not decrease as expected and that the option to sell is not exercised, so that the paid option premium constitutes a loss.

As a consequence of the leverage effect for options, profits and losses would be higher than those in the case of a direct purchase of the underlying securities. In the case of options that are not traded on a stock exchange and in the case of non-standardised options (OTC options), the risk of inadequate market liquidity or of market disruptions moreover exists due to the absence of an organised market, which complicates the sale of such financial instruments to third parties or their settlement or involves considerable costs. Moreover, the success of off-exchange transactions may also be jeopardised by an impaired performance on the part of the other contractual party.

(p) Specific investment risks for forward exchange transactions

On the conclusion of forward exchange transactions there is the risk that, in the event of price changes in the underlying securities, the value of the forward exchange transaction will fall, possibly even to zero. A loss arises of the difference between the value of the underlying security on conclusion of the contract and the market price on settlement or falling due. The loss may exceed the value of any collateral and there may even be a total loss of the entire investment. The conclusion of a back-to-back transaction (counteracting a forward exchange transaction) may be necessary, which would involve further costs. Furthermore, forward positions may be difficult to dispose of due to trading restrictions on derivatives exchanges.

Forwards are freely traded, which involve the risk that the settlement or sale of such financial instruments to third parties is complicated due to the absence of an organised market or involves considerable costs. The success of off-exchange traded forwards may also be jeopardised by the performance disruption of the contractual partner. Futures are generally concluded with a broker, who acts as a principal, not as a representative, and thus involve the taking on of the general creditworthiness risk of the respective broker.

(q) Specific investment risks for synthetic investment strategies

Part II Funds may also utilise specially developed derivative instruments such as swap contracts to participate in the economic development of an investment in certain securities or financial instruments or synthetically by using baskets of securities or financial instruments. Such transactions may involve particular risks. If a Part II Fund concludes transactions or derivative transactions, which involve an obligation to take on the settlement of certain securities or financial instruments or a basket of securities or financial instruments it will possibly not be able to increase or decrease its position for the duration of the term of the instrument concerned. Moreover, synthetic derivatives usually tend to be illiquid and cannot be terminated or only against payment of a contractual penalty. The use of synthetic derivatives is not associated with information or voting rights, which would be acquired in the case of a direct investment in the respectively underlying financial instruments.

(r) Specific investment risks for fixed-income financial instruments

In the case of an investment in fixed-income financial instruments, the possibility exists that the market interest rate applicable at the time the security is issued later changes. If the market interest rate increases in comparison to the time of issue, the price of the fixed-income securities normally falls. However, if the market interest rate falls, the price of the fixed-income securities normally rises. The fluctuations differ depending on the term of the fixed-income financial instrument in such a way that instruments with a shorter maturity normally involve a lower interest rate risk than instruments with a longer maturity.

(s) Specific investment risks for equities

An investment in equities involves certain risks (for example, the insolvency risk of the issuer, price risk or dividend risk). The performance of equities mainly depends on the trends on the capital markets, which are, in turn, influenced by the general state of the global economy and the economic and political climate. Normally the Fund can also invest in equities of issuers with a low or medium level of market capitalisation. The risks associated with such equities may be higher (for example, with regard to volatility or the insolvency risk) than in the case of equities of larger companies. Moreover, investments in equities of issuers with a low level of market capitalisation are less liquid, due to the lower trading volume.

(t) Specific investment risks for securities strongly exposed to default

The acquisition of securities or bonds, whose issuers or obligors find themselves exposed to particular competition or financial difficulties, or against which even insolvency or comparable proceedings have been instituted, involves special risks and may result in a loss of the entire invested capital. Provisions of insolvency law or provisions for the protection of creditors may be contrary to an assertion of claims against the issuer or obligor. It is possible that the price or market value of investments in Issuers or obligors with a low credit rating may suddenly and irregularly fluctuate, and fluctuate to an above-average extent, and under certain circumstances only reflect the actual value of these investments in the long term. Within the framework of a restructuring, a renunciation of part of the claims against the Issuer or obligor may be necessary. In the event of dissolution and liquidation (within or outside insolvency proceedings), claims against the issuer or obligor may be lost, at least in part.

(u) Specific investment risks bound up with loan transactions with MFI

Loan issues which are listed neither on a stock exchange nor traded on another regulated, recognised and publicly accessible market on which regular trade is carried out are not subject to any inspection by a supervisory authority.

In the majority of cases there is no organised secondary market for trading in loan issues through the MFIs. The liquidity of these instruments can therefore be very restricted.

Because of the characteristics of the loan instruments, the selection of suitable counterparties might not be based either on comprehensive historical data or on research orientated towards the past.

Normally, microfinance investments do not have an internationally recognised public rating. Investment decisions are frequently based on locally recognised rating agencies, specialised microfinance rating agencies or simply on the Investment Manager's credit risk shadow rating, and normally the country risk is not taken into consideration in any rating.

(v) Specific investment risks bound up with the activities of the MFI

Although MFI loans offer considerable potential investment income, the MFIs are exposed to business and financial uncertainties. Microcompanies are also usually at an early stage of development with only a short company history, or even none at all, and will continue to need capital to be able to grow.

Furthermore, MFIs are not necessarily banks or credit institutions, and in their country of origin they might not be subject to any regulatory control by a supervisory authority.

OVERVIEW

The following is an overview of the principal features of the transaction described in this Prospectus, including the sale of the Certificates. The information in this section does not purport to be complete. This overview should be read as an introduction to, and in conjunction with, and is qualified in its entirety by reference to, the detailed information appearing elsewhere in this Prospectus. Prospective investors in the Certificates should base any decision to invest in the Certificates on consideration of this Prospectus as a whole. If a claim relating to the information contained in this Prospectus is brought before a competent court, the plaintiff investor may, subject to the legal requirement of the relevant member state of the European Economic Area, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability with respect to the overview will only attach to the Issuer if this overview is misleading, incorrect or inconsistent when read in such manner as indicated above.

1. THE PARTIES

Issuer	AIV S.A., a public limited liability company (<i>société anonyme</i>) incorporated under the laws of Luxembourg, having its registered office at 9b, boulevard Prince Henri, L-1724 Luxembourg, registered with the Luxembourg trade and companies register (<i>registre de commerce et des sociétés, Luxembourg</i>) under number B127762, and subject, as a regulated securitisation undertaking, to the provisions of the Securitisation Act 2004 and to the supervision of the CSSF and acting in respect of Compartment 13. The Issuer created a separate compartment in respect of the Certificates, to which all the assets and liabilities in relation to the Certificates will be allocated. The Issuer will use the net proceeds from the sale of the Certificates to acquire the Fund Shares issued by the Fund.
Fund	Dual Return Fund (SICAV) acting in relation to its sub-fund <i>Vision Microfinance</i> (the Subfund) established as a <i>société d'investissement à capital variable</i> (investment company with variable capital submitted to the Luxembourg law of 17 December 2010 concerning undertakings for collective investment, as amended (the 2010 Law) and organised as a public limited liability company (<i>société anonyme</i>) under the laws of Luxembourg, having its registered office at 1B, rue Gabriel Lippmann, L-5365 Munsbach, Luxembourg and registered with the Luxembourg trade and companies register under number B112224, which appointed Absolute Portfolio Management GmbH as investment manager (the Investment Manager).
Calculation Agent	Oaklet GmbH, Bettinastrasse 61, 60325, Frankfurt am Main, Germany.
Paying Agent	BNP Paribas Securities Services, Luxembourg Branch, 33 rue de Gasperich, L-5826 Hesperange.
Custodian	BNP Paribas Securities Services, Luxembourg Branch, 33 rue de Gasperich, L-5826 Hesperange.
Investment Advisor	PEH Wertpapier AG Adenauerallee 2, 61440 Oberursel, Germany.

2. THE CERTIFICATES

The following overview of the Certificates does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Prospectus and in particular the section "Conditions of the Certificates" below. Words and expressions defined or used in the section "Conditions of the Certificates" below shall have the same meaning in this section.

Description	EUR50,000,000 Certificates due 30 December 2040 backed by the Fund Shares. 9,806 Certificates currently being held by the Issuer on its books will be offered to the public.
ISIN Code	XS0554544428
Issue Date	20 December 2010.
Sale of Certificates	As of the date of this Prospectus the Issuer sold 10,194 Certificates to investors.
Cancellation of Certificates	The Issuer has cancelled 21,457 Certificates on 30 August 2011 and 8,543 Certificates on 17 February 2012.
Certificates held by the Issuer	As of the date of this Prospectus the Issuer holds 9,806 Certificates on its books.
Form and denomination	The Certificates were issued in bearer form and in a denomination of EUR1,000 each.
Offer Period	<p>The offer period for the Certificates will start on the date of this Prospectus and finish on 26 March 2015.</p> <p>On completion of the offer of the Certificates during the Offer Period, the Issuer will announce the result of the offer on the website www.aiv-sa.eu and on the website of the Luxembourg Stock Exchange (www.bourse.lu).</p>
Status and ranking	Direct, unsecured limited recourse, pass-through obligations of the Issuer, which rank <i>pari passu</i> and rateably, without any preference among themselves, with all other existing direct unsecured limited recourse, pass-through indebtedness of the Issuer.
Compartment 13	A separate compartment was created by the board of directors of the Issuer in respect of the Certificates. Compartment 13 is a separate part of the Issuer's assets and liabilities. The Compartment 13 Assets (as defined below) are exclusively available to satisfy the rights of the holders of the Certificates and the rights of the creditors whose claims have arisen as a result of the creation, the operation or the liquidation of Compartment 13, as contemplated by the articles of incorporation of the Issuer.
Interest	None.

Maturity Date	Unless previously redeemed or purchased and cancelled, the Issuer will redeem the Certificates on 30 December 2040.
Redemption Amount	Means the Total Redemption Amount minus the Payable Costs which remain outstanding or unpaid at the Maturity Date or at the Early Redemption Date.
Early Redemption	In certain cases, the Issuer can redeem the Certificates early (see Condition 6.2).
Early Redemption Amount	Means the Total Redemption Amount minus the sum of (i) the Payable Costs, which remain outstanding or unpaid, at the Early Redemption Date plus (ii) the Early Redemption Fee.
Negative pledge	The Conditions contain a negative pledge provision which prevents the Issuer from creating or permitting to exist any security interest upon the whole or any part of its present or future assets or revenues allocated to Compartment 13 to secure any of its obligations unless the Certificates share in and are equally and rateably secured by such security interest.
Meetings of Certificate Holders	Articles 86 to 97 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended are not applicable to the Certificates (see Condition 11).
Modification	The Issuer may make, without the consent of the Certificate Holders, any modification to the Conditions which is of a formal, minor or technical nature, to comply with mandatory provisions or to reflect any change of applicable law.
Substitution	The Issuer may not be replaced as issuer and principal debtor under the Certificates.
Taxation	All payments in respect of the Certificates by the Issuer will be made without deduction or withholding for taxes or duties of whatever nature.
Total Redemption Amount	Means an amount equal to the amount received by the Issuer in connection with (i) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Maturity Date or (ii) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Early Redemption Date.
Selling Restrictions	The Certificates have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States. The Certificates may be sold in other jurisdictions (including Germany and Austria and other Member States of the European Economic Area) only in compliance with applicable laws and regulations. (see the section " <i>Subscription and Sale</i> " below).
Operational Costs	Means the Pro Rata Costs allocated and/or to be allocated to Compartment 13.

Operational General Costs

Means any operational costs (such as, audit costs, corporate services costs, registration costs, publication costs, costs relating to the convening and holding of general meetings or any other costs generally payable by the Issuer in connection with its business) as well as direct and indirect taxes and duties that are incurred and will be incurred by the Issuer and that cannot be allocated to a specific compartment created from time to time by the Issuer. Operational General Costs shall be allocated by the Issuer, on a half yearly basis in arrear, to all the existing compartments, on an equal basis and *pro rata temporis* for compartments in existence within such half year, where the relevant issue documentation does not exclude Operational General Costs to be borne by a specific compartment (the **Pro Rata Costs**). The Issuer is entitled to create a budget for Operational General Costs that the Issuer is likely to incur in the future and for which the amount can be determined or approximated upfront (the **Budget**). The Issuer can divide such Budget in monthly instalments (the **Instalments**) and take account of such Instalments in the determination of Operational General Costs.

Payable Costs

Means the sum of the Transaction Costs and the Operational Costs, which are payable by the Issuer in accordance with the Priority of Payments. If the Issuer is not in a position to determine the exact amount of Payable Costs, it is entitled to create an accounting provision to account for the Payable Costs that the Issuer is likely to incur in the future (the **Provision**). The Provision will be determined by the Issuer in its sole discretion.

Payment Date

Payment Date means the fifth (5) Business Day following the day on which the Issuer has received the Redemption Amount or the Early Redemption Amount.

Offer to the Public

The Certificates may be offered to the public in each of Germany and Austria. For provisions and restrictions relating to offers of Certificates to the public in the European Economic Area (see the section "*Subscription and Sale*" below).

Transaction Costs

Transaction Costs means (a) the Issuer Fee and (b) any costs, fees and disbursements that the Issuer has incurred and will incur, directly or indirectly, in connection with Compartment 13, including inter alia costs, fees and disbursements in connection with (i) the acquisition of the Fund Shares (other than the initial investment in the Fund Shares), the sale and transfer of the Fund Shares and, where applicable, enforcement of the Fund Shares, the issue of the Certificates and the redemption of the Certificates (together, the **Transactions**), (ii) the appointment of any agent or servicer (including the Agents) in connection with the Transactions), (iii) the setting-up, the management and the liquidation of Compartment 13 and (iv) the making of tax claims and (c) all direct and indirect taxes and duties payable by the Issuer in connection with Compartment 13.

Use of Proceeds

The Issuer will use the net proceeds of the sale of the Certificates to finance the acquisition of the Fund Shares (see the section "*Use of Proceeds*" below).

Governing Law

The Certificates are governed by, and will be construed in accordance with, the laws of Luxembourg.

Listing and Admission to Trading

The Certificates are admitted to trading and listed on the *Freiverkehr* of the Frankfurt stock exchange, admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and listed on the Official List of the Luxembourg Stock Exchange.

For a more detailed description of the features of the Certificates please see the section "*Conditions of the Certificates*" below.

3. THE FUND SHARES

The following overview of the Fund Shares does not purport to be complete and is taken from, and is qualified in its entirety by, the remainder of this Prospectus and in particular the section "Description of the Fund" below. Words and expressions defined or used in the section "Description of the Fund and the Fund Shares" below shall have the same meaning in this section.

Description	The Issuer will subscribe to the Fund Shares with the proceeds derived from the sale of Certificates during the Offer Period. The price to be paid by the Issuer for the Fund Shares will depend on the net asset value of the Fund at the time of the relevant subscription. It follows that for each subscription of Fund Shares, the number of Fund Shares to be subscribed to by the Issuer will be equal to the relevant net proceeds derived from the sale of Certificates divided by the applicable value of the Fund Shares (the amount so obtained will be rounded down to the next whole number). At the date of the Prospectus, the Issuer could acquire 83,001 Fund Shares each having a net asset value of EUR129.22 (as of 10 March 2014) provided the Issuer could sell all of the 9,806 Certificates it is holding on its books for a price of EUR1093.76 each. For details, see the section " <i>Description of the Fund and the Fund Shares</i> " below.
ISIN Code	LU03 0611 5196.
Form and denomination	The Fund Shares have been/will be issued in registered form and in a denomination of EUR1,000.
Status and ranking	Direct, unconditional and unsecured obligations of the Fund, which will at all times rank <i>pari passu</i> among themselves.
Maturity	Fund Shares have no maturity and can be redeemed on a monthly basis (see the section " <i>Description of the Fund</i> " below).
Redemption Amount	Any amount payable by the Fund upon the redemption of the Fund Shares is dependent on the performance of the Fund which determines its gross asset value and the value of the Fund Shares. For details regarding the determination of the Redemption Amount, see the section " <i>Description of the Fund</i> " below.
Payments	Payments (if any) under the Fund Shares are made upon a decision of the board of directors of the Fund.
Listing and Admission to Trading	The Fund Shares are listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange which was established in May 1929 and is supervised by the CSSF.
Pricing and Publication	The price of the Fund Shares is constantly published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

Governing law

Fund Shares are governed by, and will be construed in accordance with, the laws of Luxembourg.

For a more detailed description of the features of the Fund Shares and the Fund, see the section "*Description of the Fund*" below.

4. INVESTMENT ADVISOR

The Issuer has concluded an investment advisory agreement with PEH Wertpapier AG acting as Investment Advisor (the **Investment Advisor**).

The Investment Advisor is a public limited company under German law and is entered in the Commercial Register at the District Court of Oberursel under the number 4065.

The Investment Advisor is an asset management and consultancy company for private clients as well as an investment advisor and management company for institutional investors. The Investment Advisor is independent of all banks and financial institutions and from its inception has specialised in innovative investment ideas.

In addition to its head office in Oberursel/Ts., the company is represented in Berlin, Hamburg, Munich, Stuttgart, Reutlingen, Rosenheim, Salzburg and Vienna.

Under the investment advisory agreement, the Investment Advisor undertakes, to provide the Issuer with advisory services in connection with the setting-up of the transaction carried out under Compartment 13. As defined in the investment advisory agreement, the Investment Advisor is authorised to have its tasks performed by suitable third parties in accordance with the investment advisory agreement.

5. FUND

Dual Return Fund (SICAV), acting in relation to its sub-fund Vision Microfinance, established as a *société d'investissement à capital variable* (investment company with variable capital) submitted to the 2010 Law and organised as a public limited liability company (*société anonyme*) under the laws of Luxembourg, has its registered office at 1B, rue Gabriel Lippmann, L-5365 Munsbach Luxembourg, and is registered with the Luxembourg trade and companies register under number B 112.224.

The Fund appointed Absolute Portfolio Management GmbH as Investment Manager (as defined below).

The Fund was established on 29 November 2005 to enable investors to have an involvement in the microfinance industry.

Microfinance may be defined as the provision of financial services for economically active poor social classes in developing lands and countries in transition. By providing capital for people who are excluded from the official banking sector and economic development, the possibility of a positive self-reinforcing cycle is afforded, i.e. financial security, savings and growth.

The sub-fund can contribute to refinancing Microfinance institutions (the **MFIs**) to receive interest in the favour of the investors of the sub-fund, (i) by directly holding bonds, or indirectly through CDO structures which are issued by such credit institutions and which potentially encompass warrant rights concerning a stake in the capital of the credit institutions, or by loans being granted directly to those credit institutions which specialise in refinancing MFIs, or (ii) through deposits at larger credit institutions involved in refinancing MFIs.

6. INVESTMENT MANAGER

Absolute Portfolio Management GmbH, Vienna was appointed to be the investment manager of the Fund (the **Investment Manager**). The Investment Manager will be consulted by Symbiotics S.A. in accordance with the consultancy agreement of 12 April 2007 with regard to the implementation of the sub-fund's investment objectives and the tasks of selecting and performing due diligences of MFIs, as well as supervising and looking after existing investments.

Founded 1991, Absolute Portfolio Management is an independent company that is specialised in the selection and analysis of alternative investments and microfinance located in Vienna. The investment philosophy does not measure success as compared to other investment styles or indices, but rather as a real, positive and absolute performance. Major clients are institutions and high networth individuals in Germany, Austria and Switzerland.

Located in Geneva, Symbiotics S.A. is an investment consultant company offering investment services to microfinance investors. Over the last few years the team closed over 200 cumulated micro-finance transactions and funded over 400,000 micro-, small- and medium enterprises and low income households. To date Symbiotics S.A. disbursed over USD 750 million in fixed income investment.

The responsibility of the Investment Manager is to prepare investment decisions for the respective sub-fund on behalf of the Fund, whose implementation is subject to the investment policy and decision of the Fund Board (as defined below). Furthermore, the Investment Manager is commissioned to monitor the investments of the reference fund under the supervision of the Fund Board.

7. RISK FACTORS

There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Certificates. Prospective investors should consider and read all information provided in this Prospectus and consult with their own professional investment adviser prior to making any investment decision. The following describes the main risk factors relating to the Issuer and the Certificates.

7.1 Risk factors relating to the Issuer

- The Issuer is a special purpose vehicle.
- The Issuer is established as a securitisation undertaking (*société de titrisation*) within the meaning of the Securitisation Act 2004 and may create, from time to time, separate compartments, each of which is a separate and distinct part of the Issuer's estate (*patrimoine*).
- With respect to the Certificates, the Board has established a separate compartment (the **Compartment 13**) and the claims of the Certificate Holders under the Certificates against the Issuer will be limited to the net assets allocated to Compartment 13.
- It cannot be ruled out that there may be other creditors that have access to assets allocated to Compartment 13.
- Certificate Holders will not be able to petition for the winding up, the liquidation or the bankruptcy of the Issuer in the event of any shortfall under the Certificates or to take any similar proceedings.
- The Issuer has not created any security interest over the Fund Shares to secure its obligations in respect of the Certificates or any other liabilities.
- The Issuer is party to contracts with a number of third parties, who have agreed to perform a number of services in relation to the Certificates, the failure of which may adversely affect the Certificate Holders.
- There are potential conflicts of interests in relation to the investment policies applicable to the various compartments of the Issuer and the agents performing obligations in connection with the Certificates.

7.2 Risk factors relating to the Certificates

- The obligations of the Issuer under the Certificates are limited recourse obligations. Any payment to be made by the Issuer under the Certificates will depend exclusively on payments received by the Issuer under the Fund Shares.
- The Certificates may not be a suitable investment for all investors.
- The Certificates have features which may contain particular risks for potential investors, in particular they (i) may, under certain circumstances, be redeemed early by the Issuer but not at the option of any Certificate Holder, (ii) do not pay any interest and (iii) provide for payments of certain fees and expenses before any payments to the Certificate Holders.

- Certain matters affecting the interests of Certificate Holders generally are subject to votes by general meetings which permit defined majorities of Certificate Holders to pass resolutions that bind all Certificate Holders.
- Further Certificates may be issued under Compartment 13.
- Payments under the Certificates are subject to the EU Savings Directive and the tax legislations of Luxembourg, Germany and Austria.
- The rights and obligations of the Certificate Holders may adversely be affected by any change of law applicable to the Certificates.
- Certificate Holders have no direct right to enforce the Fund Shares.
- Potential investors should consider options for hedging the risk relating to an investment in the Certificates.
- There are risks arising in relation with the financing of an investment in the Certificates by way of a loan.
- Prospective investors should note that an investment in the Certificates is a long-term investment with no certainty of return. A Certificate Holder may only receive any payment from the Issuer at the Maturity Date (as defined below) or the Early Redemption Date (as defined below), which will/may occur after a considerable period of time from the date of acquiring the Certificates. No interim payments will be made during the term of the Certificates.
- Certificate Holders will not receive any periodic interest payments on the Certificates or any interest payment at maturity. The payment at maturity will depend only on the performance of the Fund Shares.
- The Certificates are unsecured. The right of the Certificate Holders to participate in the assets of the Issuer are limited to the Compartment 13 Assets.
- The Issuer will be responsible for determining, in a commercially reasonable manner, the events that would trigger an early redemption pursuant to Condition 6.2 (*Early Redemption*). If the Certificates are redeemed prior to the Maturity Date, following an early redemption, the amounts payable to Certificate Holders may be less than their original investment and may in certain circumstances be zero.

7.3 Risks relating to the markets generally

- The Certificates do not have an established trading market when issued, and one may never develop. It is not possible to predict if and to what extent a secondary market may develop in the Certificates or at what price the Certificates will trade in the secondary market or whether such market will be liquid or illiquid.
- Even if the Certificates are listed and admitted to trading on the *Freiverkehr* of the Frankfurt stock exchange, admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and listed on the Official List of the Luxembourg Stock Exchange, it is not possible to predict if and to what extent a secondary market may develop in any Certificates or at what price the Certificates will trade in the secondary market or whether such market will be liquid or illiquid. No assurance is given that any such listing, quotation or admission to trading will be maintained during the life of the Certificates. The fact that the Certificates are so listed, quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed, quoted or admitted to trading.

- The Certificates bear risks in relation to exchange rates and exchange controls and in relation to the Fund and the Fund Shares.
- Credit ratings (if any) assigned to the Certificates may not correctly reflect all risks applicable to the Certificates.
- Legal investment considerations may restrict investments in the Certificates and/or the Issuer by certain investors.

7.4 Risk factors relating to the Fund, the Fund Shares and the Investment Manager

A risk factor in relation to the Fund is that the redemption amount to be paid by the Issuer is calculated on the basis of the performance of the Fund Shares between the Issue Date of the Certificates and the Final Valuation Date (as defined below) in respect of the Fund Shares. The Certificate Holder thus bears the risk of a negative performance of the Fund or the Fund Shares.

The main risk factors that may impair the performance of the Fund and the Fund Shares include the following circumstances and risks:

General risks in relation to the Fund:

- (a) Risk typical for an investment company established as "*société d'investissement à capital variable*" (investment company with variable capital) organised in the form of a public limited liability company (*société anonyme*),
- (b) Dependence on Investment Manager,
- (c) Credit quality risk,
- (d) Operating deficits, risks of an initial loss,
- (e) Investment risks,
- (f) Foreign exchange rate risks,
- (g) Economic conditions,
- (h) Regulation,
- (i) Dividends and distributions,
- (j) Risk management,
- (k) Compliance with legal regulations.
- (l) Forced disposal and
- (m) Legal disputes and claims.

Specific risks in relation to the Fund:

- (a) General investment risks,
- (b) Highly volatile markets,
- (c) Dependence on Investment Manager,

- (d) Custodian bank risks,
- (e) Exchange regulations,
- (f) Fees and Expenses,
- (g) Concentration risks and transactions volumes,
- (h) Counterparty risk and Issuer risk,
- (i) Limited liquid investments,
- (j) Currency risks and interest rate risks
- (k) Investments in emerging markets,
- (l) “Soft dollar” commissions,
- (m) Conflicts of interest,
- (n) General investment risks for derivatives,
- (o) Specific investment risks for options,
- (p) Specific investment risks for forward exchange transactions,
- (q) Specific investment risks for synthetic investment strategies,
- (r) Specific investment risks for fixed-income financial instruments,
- (s) Specific investment risks for equities,
- (t) Specific investment risks for securities strongly exposed to default,
- (u) Specific investment risks bound up with loan transactions with Microfinance institutions (the **MFIs**),
- (v) Specific investment risks bound up with the activities of MFIs.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, which have been previously published and filed with the CSSF, shall be incorporated by reference in, and form part of, this Prospectus:

- (a) the Issuer's financial statements as of 31 December 2010 drawn up in the English language (the **2010 Issuer Financial Statements**);
- (b) the Issuer's financial statements as of 31 December 2011 drawn up in the English language (the **2011 Issuer Financial Statements**);
- (c) the Issuer's financial statements as of 31 December 2012 drawn up in the English language (the **2012 Issuer Financial Statements**);
- (d) the current prospectus of the Fund as of October 2012 drawn up in the German language (the **Fund Prospectus**);
- (e) the articles of incorporation of the Fund drawn up in the English language including a French translation (the **Fund Articles**);
- (f) the unaudited semi-annual report of the Fund dated 30 June 2013 drawn up in the German language (the **Fund's Semi-Annual Report 2013**);
- (g) the audited annual report of the Fund dated 31 December 2012 drawn up in the German language (the **Fund's Annual Report 2012**);
- (h) the unaudited semi-annual report of the Fund dated 30 June 2012 drawn up in the German language (the **Fund's Semi-Annual Report 2012**);
- (i) the audited annual report of the Fund dated 31 December 2011 drawn up in the German language (the **Fund's Annual Report 2011**);
- (j) the unaudited semi-annual report of the Fund dated 30 June 2011 drawn up in the German language (the **Fund's Semi-Annual Report 2011**); and
- (k) the audited annual report of the Fund dated 31 December 2010 drawn up in the German language (the **Fund's Annual Report 2010**);

The documents incorporated by reference, as well as this Prospectus, are available on the website of the Luxembourg Stock Exchange (www.bourse.lu).

The document referred to under (e) will be incorporated by reference in its entirety.

The following information appears on the pages of these documents as set out below:

1. ISSUER HISTORICAL FINANCIAL INFORMATION

1.1 *Issuer's financial statements as of 31 December 2010*

Director's report	Pages 1 to 2 of the 2010 Issuer Financial Statements
Audit report	Pages 3 to 4 of the 2010 Issuer Financial Statements
Balance sheet	Pages 5 to 6 and 18 of the 2010 Issuer Financial

Statements

Profit and loss accounts Pages 7 and 18 of the 2010 Issuer Financial Statements

Notes to the accounts Pages 20 to 39 of the 2010 Issuer Financial Statements

1.2 Issuer's financial statements as of 31 December 2011

Director's report Pages 1 to 3 of the 2011 Issuer Financial Statements

Audit report Pages 4 and 5 of the 2011 Issuer Financial Statements

Balance sheet Pages 6 to 7 and 18 of the 2011 Issuer Financial Statements

Profit and loss accounts Pages 8 and 18 of the 2011 Issuer Financial Statements

Notes to the accounts Pages 20 to 37 of the 2011 Issuer Financial Statements

1.3 Issuer's financial statements as of 31 December 2012

Director's report Pages 1 to 3 of the 2011 Issuer Financial Statements

Audit report Pages 4 and 5 of the 2012 Issuer Financial Statements

Balance sheet Pages 6 to 7 and 15 of the 2012 Issuer Financial Statements

Profit and loss accounts Pages 8 and 15 of the 2012 Issuer Financial Statements

Notes to the accounts Pages 17 to 37 of the 2012 Issuer Financial Statements

2. HISTORICAL FINANCIAL INFORMATION OF THE FUND

2.1 Semi-Annual Report of the Fund as of 30 June 2013

Investment Manager's report Pages 6 to 10 of the Fund's Semi-Annual Report 2013

Net asset value of the Fund Page 13 of the Fund's Semi-Annual Report 2013

Assets held by the Fund Page 15 to 16 of the Fund's Semi-Annual Report

2013

Changes to the net asset value	Page 14 of the Fund's Semi-Annual Report 2013
Profit and loss calculation	Page 13 of the Fund's Semi-Annual Report 2013
Cash flow statement (<i>Bewegung der flüssigen Mittel</i>)	Page 33 of the Fund's Semi-Annual Report 2013*
Notes to the annual report	Pages 22 to 26 of the Fund's Semi-Annual Report 2013

2.2 Annual Report of the Fund as of 31 December 2012

Investment Manager's report	Pages 6 to 13 of the Fund's Annual Report 2012
Independent auditor's report	Pages 14 to 15 of the Fund's Annual Report 2012
Net asset value of the Fund	Page 16 of the Fund's Annual Report 2012
Assets held by the Fund	Page 20 to 22 of the Fund's Annual Report 2012
Changes to the net asset value	Page 18 of the Fund's Annual Report 2012
Profit and loss calculation	Page 18 of the Fund's Annual Report 2012
Cash flow statement (<i>Bewegung der flüssigen Mittel</i>)	Page 40 of the Fund's Annual Report 2012*
Notes to the annual report	Pages 28 to 32 of the Fund's Annual Report 2012

2.3 Semi-Annual Report of the Fund as of 30 June 2012

Investment Manager's report	Pages 6 to 10 of the Fund's Semi-Annual Report 2012
Net asset value of the Fund	Page 13 of the Fund's Semi-Annual Report 2012
Assets held by the Fund	Page 15 to 16 of the Fund's Semi-Annual Report 2012
Changes to the net asset value	Page 14 of the Fund's Semi-Annual Report 2012
Profit and loss calculation	Page 13 of the Fund's Semi-Annual Report 2012
Cash flow statement (<i>Bewegung der flüssigen Mittel</i>)	Page 33 of the Fund's Semi-Annual Report 2012*

Notes to the annual report Pages 22 to 26 of the Fund's Semi-Annual Report 2012

2.4 Annual Report of the Fund as of 31 December 2011

Investment Manager's report Pages 6 to 12 of the Fund's Annual Report 2011

Independent auditor's report Pages 13 to 14 of the Fund's Annual Report 2011

Net asset value of the Fund Page 17 of the Fund's Annual Report 2011

Assets held by the Fund Page 19 to 21 of the Fund's Annual Report 2011

Changes to the net asset value Page 18 of the Fund's Annual Report 2011

Profit and loss calculation Page 17 of the Fund's Annual Report 2011

Cash flow statement (*Bewegung der flüssigen Mittel*) Page 39 of the Fund's Annual Report 2011*

Notes to the annual report Pages 27 to 31 of the Fund's Annual Report 2011

2.5 Semi-Annual Report of the Fund as of 30 June 2011

Investment Manager's report Pages 6 to 10 of the Fund's Semi-Annual Report 2011

Net asset value of the Fund Page 11 and page 13 of the Fund's Semi-Annual Report 2011

Assets held by the Fund Page 15 to 16 of the Fund's Semi-Annual Report 2011

Changes to the net asset value Page 14 of the Fund's Semi-Annual Report 2011

Profit and loss calculation Page 11 and page 13 of the Fund's Semi-Annual Report 2011

Cash flow statement (*Bewegung der flüssigen Mittel*) Page 33 of the Fund's Semi-Annual Report 2011*

Notes to the annual report Pages 22 to 26 of the Fund's Semi-Annual Report 2011

2.6 Annual Report of the Fund as of 31 December 2010

Investment Manager's report Pages 6 to 12 of the Fund's Annual Report 2010

Independent auditor's report	Pages 13 to 14 of the Fund's Annual Report 2010
Net asset value of the Fund	Page 15 of the Fund's Annual Report 2010
Assets held by the Fund	Page 19 to 21 of the Fund's Annual Report 2010
Changes to the net asset value	Page 18 of the Fund's Annual Report 2010
Profit and loss calculation	Page 17 of the Fund's Annual Report 2010
Cash flow statement (<i>Bewegung der flüssigen Mittel</i>)	Page 40 of the Fund's Annual Report 2010*
Notes to the annual report	Pages 26 to 30 of the Fund's Annual Report 2010

* These numbers refer to the page number of the PDF version of the document.

3. **CROSS-REFERENCE LIST IN RELATION TO SPECIFIC ITEMS SET OUT IN THE FUND PROSPECTUS WHICH ARE INCORPORATED BY REFERENCE INTO THIS PROSPECTUS**

The below references to Annex I, Annex VIII and Annex XV shall refer to the relevant annexes of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements, as amended (the **Commission Regulation (EC) 809/2004**).

ANNEX I		Reference page(s) in the Fund Prospectus
A.1.1	Persons Responsible	3
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A.21.2.4	Change of rights provisions and any supra legal requirements	33-43

A.21.2.5	Conditions governing shareholder meetings	53-54
A.21.2.2	Summary of any provisions of the Fund's Articles with respect to the members of the administrative, management and supervisory bodies	7, 28
ANNEX VIII		
A.2.2.9	any rights to substitute the assets and a description of the manner in which and the type of assets which may be so substituted; if there is any capacity to substitute assets with a different class or quality of assets a statement to that effect together with a description of the impact of such substitution;	41-43
A.2.3.1	equivalent information to that contained in items 2.1 and 2.2 to allow an assessment of the type, quality, sufficiency and liquidity of the asset types in the portfolio which will secure the issue;	12-14, 22-26
A.2.3.2	the parameters within which investments can be made, the name and description of the entity responsible for such management including a description of that entity 's expertise and experience, a summary of the provisions relating to the termination of the appointment of such entity and the appointment of an alternative management entity, and a description of that entity's relationship with any other parties to the issue.	16-18, 21-22, 29-30
Annex XV		
A.1.1	A detailed description of the investment objective and policy which the collective investment undertaking will pursue and a description of how that investment objectives and policy may be varied including any circumstances in which such variation requires the approval of	11-14, 18-22, 61-64

investors. A description of any techniques and instruments that may be used in the management of the collective investment undertaking

A.1.4	The profile of a typical investor for whom the collective investment undertaking is designed.	27
A.3.4	The name of the service provider which is responsible for the determination and calculation of the net asset value of the collective investment undertaking.	32-33
A.5.1	A full description of how the assets of the collective investment undertaking will be held and by whom and any fiduciary or similar relationship between the collective investment undertaking and any third party in relation to custody: Where a custodian, trustee, or other fiduciary is appointed (a) such information as is required to be disclosed under items 5.1.1 to 5.1.4 and, if material, under item 5.1.5 of Annex I; (b) a description of the obligations of such party under the custody or similar agreement; (c) any delegated custody arrangements; (d) the regulatory status of such party and delegates	31-32
A.6.2	Details of all circumstances in which valuations may be suspended and a statement of how such suspension will be communicated or made available to investors.	47-48

Any information incorporated by reference that is not included in the cross-reference list, is considered as additional information and is not required by the relevant schedules of the Commission Regulation (EC) 809/2004.

TRANSACTION OVERVIEW

STRUCTURE AND CASH FLOWS

The Issuer will use the net issue proceeds from the sale of the Certificates during the Offer Period to subscribe for the Fund Shares on or about the issue date of the Certificates. While subscribing to, or otherwise acquiring, the Certificates, the Certificate Holders will gain an exposure to the performance (positive or negative) of the Fund.

The Fund Shares are issued by the Fund. Under the Fund Shares, the Issuer is not entitled to regular payments. However, the Issuer can redeem the Fund Shares on a monthly basis. Except with regard to the payment of the Payable Costs (as defined below), proceeds (if any) received by the Issuer under the Fund Shares will be either retained by the Issuer or used for additional investments in further Fund Shares before payments (if any) will be made by the Issuer to the Certificate Holders on the Payment Date (as defined below).

The Issuer has no material relationships with the Fund.

Pursuant to the Conditions of the Certificates, the Issuer will pay to the Certificate Holders the proceeds received by it from the disposal of the Fund Shares in relation to the redemption of the Certificates on the Maturity Date (as defined below) or the Early Redemption Date (as defined below) minus the Payable Costs. Given that the Certificates are limited recourse, pass-through securities, any payments by the Issuer to the Certificate Holders under the Certificates are subject to and directly dependent on any payments received by the Issuer from the Fund.

Subject to the risk factors set out in the section "*Risk factors*" above, the Issuer believes that the Fund Shares have characteristics that demonstrate capacity to produce the monies to service any payments due and payable on the Certificates in accordance with the Conditions.

The Fund Shares may not yet have been issued. Accordingly, the information set out above has been extracted from the Fund Prospectus attached to this Prospectus. The Issuer accepts responsibility for the accurate extraction of such information. So far as the Issuer is aware and is able to ascertain from information published by the Fund, no facts have been omitted which would render the reproduced information misleading. No further or other responsibility in respect of such information is accepted by the Issuer. In particular, none of the Issuer, the Paying Agent, Calculation Agent or any of their affiliates (each a **Transaction Participant**) has verified such information and, accordingly, none of them makes any representation or warranty, express or implied, as to its accuracy or completeness. None of the Transaction Participants has made any investigation of the Fund in respect of the Fund Shares or has taken any steps to verify the validity and binding nature of the Fund Shares when issued. Prospective investors in the Certificates should make their own investigation of the Fund in respect of the Fund Shares (including, without limitation, with regard to its financial condition and creditworthiness) and the full terms of the Fund Shares (including, to the extent varied, the full terms of the collateral when issued).

The above summary is qualified in its entirety by the information contained in the Fund Prospectus.

For details regarding the Certificates and the Fund Shares, and more specifically potential liquidity shortfalls, please see the sections "*Risk Factors*", "*Conditions of the Certificates*", and "*Description of the Fund and the Fund Shares*" of this Prospectus.

USE OF PROCEEDS

The Issuer holds 9,806 Certificates on its books which were issued for no consideration with a view to selling those Certificates on the secondary market during the Offer Period for the market price prevailing at the relevant time.

The rights attached to the Certificates so held by the Issuer (such as, financial rights and voting rights) are suspended. It is only when the Certificates will be sold during the Offer Period on the secondary market that cash (coming from the sale of the Certificates from the Issuer to the investors) will be allocated to Compartment 13. In such a case, the Certificates so sold will bear financial and voting rights. The cash so allocated to Compartment 13 will be used by the Issuer to subscribe to further Fund Shares to be allocated to Compartment 13.

The maximum net proceeds that the Issuer may obtain from the sale of the Certificates during the Offer Period depends on the market price of the Certificates which depends on the performance of the Fund Shares. Total commissions and expenses payable by the Issuer in connection with the Certificates and the Fund Shares during the Offer Period are expected to be approximately EUR10,000. No further commissions and expenses are payable by the Issuer during the Offer Period.

The Issuer will inform the Certificate Holders during the Offer Period about the amount of Certificates sold during such Offer Period to investors by publishing the relevant information on the website of the Issuer on www.aiv-sa.eu and on the website of the Luxembourg stock exchange (www.bourse.lu). The Issuer will notify the CSSF of the result of the offering of the Certificates during the Offer Period.

CONDITIONS OF THE CERTIFICATES

If Certificates are issued in definitive form, the terms and conditions of the Certificates (the **Conditions** and each a **Condition**) will be as set out below. The Conditions will be endorsed on each definitive Certificate if they are issued. While the Certificates remain in global form, the same terms and conditions govern the Certificates.

The EUR50,000,000 Certificates (the **Certificates**, which expression shall in these Conditions, unless the context otherwise requires, include any further Certificates issued pursuant to Condition 13) are issued by AIV S.A., a public limited liability company (*société anonyme*) incorporated under the laws of the Grand Duchy of Luxembourg, having its registered office at 9b boulevard Prince Henri, L-1724 Luxembourg, registered with the Luxembourg trade and companies register under number B 127.762 (the **Company**), being subject, as a regulated securitisation undertaking, to the Luxembourg act dated 22 March 2004 on securitisation, as amended (the **Securitisation Act 2004**) and acting in respect of its compartment 13 (the **Issuer**). References to the Issuer may where relevant and if the context so requires, be construed as a reference to the Company.

1. DEFINITIONS

Agency Agreement means the agency agreement dated 13 December 2010 and made between the Issuer and the Agents.

Agents means the Calculation Agent, the Paying Agent and the Investment Advisor and **Agent** means any of them.

Austria means the Republic of Austria.

Business Day means a day (other than a Saturday and a Sunday) on which credit institutions are open for general business in Austria, Germany and Luxembourg, and which is also a TARGET2 Day.

Calculation Agent means Oaklet GmbH.

Certificate Holders means the holders of one or more Certificates and **Certificate Holder** means any of them.

Clearstream means Clearstream-Banking, *société anonyme*, Luxembourg.

Common Depository means a common depository for Euroclear Bank S.A./N.V. and Clearstream.

Compartment 13 means the compartment 13 (where compartment has the meaning given to this term in articles 62 *et seq* of the Securitisation Act 2004), created by the Issuer and to which the Certificates and all the assets and agreements entered into in connection therewith, have been, or will be (as the case may be), allocated.

Conditions means the terms and conditions of the Certificates.

Early Redemption Amount means the Total Redemption Amount minus the sum of (i) the Payable Costs, which remain outstanding or unpaid, at the Early Redemption Date plus (ii) the Early Redemption Fee.

Early Redemption Fee means, in respect of an early redemption of the Certificates an amount in EUR calculated by the Calculation Agent equal to 1% of the aggregate nominal amount of the Certificates outstanding immediately prior to such early redemption.

Eonia means the Euro Overnight Index Average reference rate as calculated by the European Central Bank and published through Thomson Reuters.

Euro or **EUR** refer to the currency introduced at the start of the third stage of European economic and monetary union pursuant to the Treaty establishing the European Community, as amended.

Euroclear means Euroclear Bank S.A./N.V.

Final Valuation Date means the date prior to the Maturity Date or the Early Redemption Date on which the gross asset value of the Fund Shares held by the Issuer in the Fund is calculated.

Force Majeure Event means an event or circumstance which prevents or otherwise impedes the determinations or the performance of the duties of the Issuer and/or the Calculation Agent in relation to the Certificates. These events and circumstances may include, without limitation, a system failure, fire, building evacuation, natural or man-made disaster, act of God, armed conflict, act of terrorism, riot or labour disruption or any similar intervening circumstance.

Fund means Dual Return Fund (SICAV) acting in relation to its sub-fund *Vision Microfinance*.

Fund Shares means the class I shares issued by the Fund which are, at any given time, allocated to Compartment 13.

Germany means the Federal Republic of Germany.

Investment Advisor means PEH Wertpapier AG.

Issue Date means 20 December 2010.

Issuer Fee means the greater of (a) the sum of (i) 0.5% *per annum* payable monthly in arrears based on the average gross asset value of up to EUR25,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date plus (ii) 0.4% *per annum* payable monthly in arrears based on the average gross asset value of EUR25,000,001 and EUR50,000,000 of the Fund Shares held by the Issuer in the Fund on the relevant Valuation Date plus (iii) 0.3% payable monthly in arrears based on the average gross asset value of starting from EUR50,000,001 of the Fund Shares held by the Issuer on the relevant Valuation Date or (b) a minimum fee of EUR50,000 payable monthly in arrears to the Issuer. The minimum fee for the entire period until 31 December 2011 is reduced to EUR25,000.

Luxembourg means the Grand Duchy of Luxembourg.

Maturity Date means 30 December 2040.

Operational Costs means the Pro Rata Costs allocated and/or to be allocated to Compartment 13.

Operational General Costs means any operational costs (such as, audit costs, corporate services costs, registration costs, publication costs, costs relating to the convening and holding of general meetings or any other costs generally payable by the Issuer in connection with its business) as well as direct and indirect taxes and duties that are incurred and will be incurred by the Issuer and that cannot be allocated to a specific compartment created from time to time by the Issuer. Operational General Costs shall be allocated by the Issuer, on a half yearly basis in arrear, to all the existing compartments, on an equal basis and *pro rata temporis* for compartments in existence within such half year, where the relevant issue documentation does not exclude Operational General Costs to be borne by a specific compartment (the **Pro Rata Costs**). The Issuer is entitled to create a budget for Operational General Costs that the Issuer is likely to incur in the future and for which the amount can be determined or approximated upfront (the **Budget**). The Issuer can divide such Budget in monthly

instalments (the **Instalments**) and take account of such Instalments in the determination of Operational General Costs.

Payable Costs means the sum of the Transaction Costs and the Operational Costs, which are payable by the Issuer in accordance with the Priority of Payments. If the Issuer is not in a position to determine the exact amount of Payable Costs, it is entitled to create an accounting provision to account for the Payable Costs that the Issuer is likely to incur in the future (the **Provision**). The Provision will be determined by the Issuer in its sole discretion.

Payment Date means the fifth (5) Business Day following the day on which the Issuer has received the Redemption Amount or the Early Redemption Amount.

Paying Agent means BNP Paribas Securities Services, Luxembourg Branch.

Priority of Payments means that outstanding Payable Costs are payable by the Issuer out of the assets allocated to Compartment 13 in accordance with the following order of priority:

- (a) *first*, to the tax authorities in connection with the issue or the redemption of the Certificates or otherwise;
- (b) *secondly*, to the auditor for the audit of Compartment 13;
- (c) *thirdly* to the Agents in respect of the transaction carried out under Compartment 13 (*pari passu* and pro rata among them); and
- (d) *fourthly*, to any other party to Compartment 13 (other than the Certificate Holders or the parties referred to above) (*pari passu* and pro rata among them).

Redemption Amount means the Total Redemption Amount minus the Payable Costs, which remain outstanding or unpaid, at the Maturity Date.

TARGET2 Day means any day on which the TARGET2 System is open.

TARGET2 System means the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET2) System.

Tax Event means any amendment to or change in the laws or regulations of Luxembourg or in the interpretation or administration of any such laws or regulations which becomes effective on or after the Issue Date pursuant to which the Issuer would be required to pay additional amounts as provided in Condition 9.

Tax Jurisdiction means the Grand Duchy of Luxembourg or any political subdivision or any authority thereof or therein having power to tax or any other jurisdiction or any political subdivision or any authority thereof or therein having power to tax to which the Issuer becomes subject in respect of payments made by it of principal and interest on the Certificates.

Transaction Costs means (a) the Issuer Fee and (b) any costs, fees and disbursements that the Issuer has incurred and will incur, directly or indirectly, in connection with Compartment 13, including inter alia costs, fees and disbursements in connection with (i) the acquisition of the Fund Shares (other than the initial investment in the Fund Shares), the sale and transfer of the Fund Shares and, where applicable, enforcement of the Fund Shares, the issue of the Certificates and the redemption of the Certificates (together, the **Transactions**), (ii) the appointment of any agent or servicer (including the Agents) in connection with the Transactions), (iii) the setting-up, the management and the liquidation of Compartment 13 and (iv) the making of tax claims and (c) all direct and indirect taxes and duties payable by the Issuer in connection with Compartment 13.

Total Redemption Amount means an amount equal to the amount calculated on the Final Valuation Date and received by the Issuer in connection with either (i) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Maturity Date or (ii) the disposal by the Issuer of the Fund Shares in relation to the redemption of the Certificates on the Early Redemption Date (as defined in Condition 6.2).

Valuation Date means any date (except the Final Valuation Date) on which the gross asset value of the Fund Shares held by the Issuer in the Fund is calculated.

2. FORM, DENOMINATION AND TITLE

2.1 Form and Denomination

The Certificates are in bearer form and will, in the case of definitive Certificates, be serially numbered. The Certificates may not be exchanged for Certificates in registered form. The Issuer has issued, on the Issue Date, 50,000 Certificates in bearer form and having each a denomination of EUR1,000. The aggregate issue amount received by the Issuer in respect of the Certificates on the Issue Date may be EUR50,000,000 (depending on the amount of Certificates issued and held by the Issuer). For the avoidance of doubt, as indicated under section *Use of Proceeds*, the Issuer may on the Issue Date issue Certificates for no consideration to be held by the Issuer with a view to selling these Certificates on the secondary market.

2.2 Transfer and Title

(a) Definitive Certificates

Subject as set out below, title to the Certificates will pass by delivery. The Issuer and any the Paying Agent and/or Calculation Agent will (except as otherwise required by law or as otherwise ordered by a court of competent jurisdiction or an official authority) deem and treat the bearer of any Certificate as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of the Global Certificate (as defined below), without prejudice to the provisions set out in the next succeeding paragraphs.

(b) Global Certificate

Subject as set out below, title to the Certificates will pass by delivery. The Issuer and any the Paying Agent and/or Calculation Agent will (except as otherwise required by law or as otherwise ordered by a court of competent jurisdiction or an official authority) deem and treat the bearer of any Certificate as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes but, in the case of the Global Certificate (as defined below), without prejudice to the provisions set out in the next succeeding paragraphs.

Upon issue, the Certificates will be represented by a global certificate (the **Global Certificate**) in bearer form which will be deposited with the Common Depository on or about the Issue Date. The Global Certificate will be exchangeable for definitive Certificates in bearer form only in limited circumstances.

For so long as the Certificates are represented by the Global Certificate held on behalf of Euroclear and/or Clearstream each person (other than Euroclear or Clearstream) who is for the time being shown in the records (the **Records**) of Euroclear or of Clearstream as the holder of a particular nominal amount of such Certificates (in which regard any certificate or other document issued by Euroclear or Clearstream as to the nominal amount of such Certificates standing to the account of any person shall be conclusive and binding for all purposes save in the case of manifest error) shall

be treated by the Issuer and the Paying Agent as the holder of such nominal amount of such Certificates for all purposes other than with respect to payments in respect of such nominal amount of such Certificates, for which purpose the bearer of the Global Certificate shall be treated by the Issuer and the Paying Agent and/or Calculation Agent as the holder of such nominal amount of such Certificates in accordance with and subject to the terms of the Global Certificate and the expressions Certificate Holder and holder of Certificates and related expressions shall be construed accordingly.

The Certificates which are represented by the Global Certificate will be transferable in accordance with the rules and procedures for the time being of Euroclear and Clearstream, as the case may be.

The Global Certificate will become exchangeable in whole, but not in part, for Certificates in definitive form in the denomination of EUR1,000 when either Euroclear or Clearstream is closed for business for a continuous period of 14 days, other than public holidays, or permanently ceases business or announces an intention to do so.

Definitive Certificates issued in exchange for the Global Certificate will be issued in bearer form only without coupons attached. The relevant definitive Certificates will be made available by the Issuer to the persons set forth in the Records.

3. STATUS

The Certificates constitute direct, unsecured and limited recourse, pass-through, debt obligations of the Issuer and rank *pari passu* and rateably, without any preference among themselves, with all other existing direct, unsecured, limited recourse, pass-through indebtedness of the Issuer, which has been or will be allocated to Compartment 13 but, in the event of insolvency (including bankruptcy, insolvency and voluntary or judicial liquidation), only to the extent permitted by applicable laws relating to creditors' rights generally.

4. NEGATIVE PLEDGE

So long as the Certificates remain outstanding, the Issuer may not create or permit to exist any mortgage, lien (other than liens arising by operation of law), pledge, charge or other security interest upon the whole or any part of its present or future assets or revenues allocated to Compartment 13 to secure any loan debt, guarantee or other obligation unless the Certificates share in and are equally and rateably secured by such mortgage, lien, pledge, charge or other security interest, and the instrument creating such mortgage, lien, pledge, charge or other security interest expressly so provides.

5. INTEREST

No interest is payable on the Certificates.

6. REDEMPTION AND PURCHASE

6.1 Final Redemption

Unless previously redeemed or purchased and cancelled as provided below, the Issuer will redeem on the Maturity Date the Certificates by paying the Redemption Amount to the Certificate Holders on the Payment Date. In such a case, the obligations of the Issuer under the Certificates shall be fully discharged and the Certificate Holders shall have no further claim or recourse against the Issuer.

6.2 Early Redemption

(a) Redemption at the option of the Issuer

In the event that:

- (i) the Issuer determines in good faith that the performance of its obligations under the Certificates has or will become unlawful, illegal or otherwise prohibited in whole or in part as a result of compliance with any applicable present or future law, rule, regulation, judgment, order or directive of any governmental, administrative, legislative or judicial authority or power, or in the interpretation thereof; and/or
- (ii) a Force Majeure Event has occurred; and/or
- (iii) a Tax Event has occurred; and/or
- (iv) the obligations of the Issuer arising under, or in connection with, the Certificates become, in the opinion and at the discretion of the Issuer, unreasonably burdensome; and/or
- (v) the Issuer would be required to increase its commitments in respect of the Fund; and/or
- (vi) following a change in applicable law or regulation, the costs for the Issuer arising under, or in connection with, the Certificates are higher than the costs that the Issuer reasonably expected to incur at the time of the issue of the Certificates;

the Issuer may at its option issue a notice (the **Issuer Notice**) to the Certificate Holders in accordance with Condition 14 below by which it informs the Certificate Holders about the early redemption of the Certificates (in whole but not in part) on a date which cannot be less than 5 (5) Business Days after the issue of the Issuer Notice (the **Early Redemption Date**). On the Early Redemption Date, the Issuer shall redeem the Certificates by paying the Early Redemption Amount to the Certificate Holders on the Payment Date in accordance with Condition 7 below. In such a case, the obligations of the Issuer under these Conditions shall be fully discharged and the Certificate Holders shall have no further claim or recourse against the Issuer.

- (b) Redemption at the option of the Certificate Holders

The Certificates may not be redeemed early at the option of the Certificate Holders.

6.3 Purchase

The Issuer may at any time purchase Certificates in the open market or otherwise at any price. Such Certificates may be held, resold or reissued, or, at the option of the Issuer, cancelled.

6.4 Cancellation

All Certificates purchased by the Issuer pursuant to Condition 6.3 above or redeemed by the Issuer upon payment by the Issuer of the Redemption Amount or the Early Redemption Amount will be cancelled forthwith and may not be reissued or resold and the obligations of the Issuer in respect of any such Certificates shall be discharged.

7. PAYMENTS

7.1 Payments in EURO

Subject as provided below, payments in respect of the Certificates will be made by credit or transfer to a EUR denominated account maintained by the payee with, or, at the option of the payee by a cheque in EUR drawn on, a bank in located in a European Member State.

7.2 Presentation of definitive Certificates

Payments of the Redemption Amount or the Early Redemption Amount in respect of definitive Certificates will be made in the manner provided in Condition 7.1 above only against presentation and surrender (or, in the case of part payment of any sum due, endorsement) of definitive Certificates at the specified office of the Paying Agent.

7.3 Payments in respect of the Global Certificate

- (a) Payments of the Redemption Amount or the Early Redemption Amount in respect of Certificates represented by a Global Certificate will be made (subject as provided below) in the manner specified above in relation to definitive Certificates and otherwise in the manner specified in the relevant Global Certificate against presentation or surrender, as the case may be, of such Global Certificate at the specified office of any Paying Agent. A record of each payment made against presentation or surrender (as the case may be) of any Global Certificate will be made on such Global Certificate by the Paying Agent to which it was presented or surrendered and such record shall be *prima facie* evidence that the payment in question has been made.
- (b) The bearer of a Global Certificate shall be the only person entitled to receive payments in respect of Certificates represented by such Global Certificate and the Issuer's payment obligations in respect thereof will be discharged *pro tanto* by payment to, or to the order of, the bearer of such Global Certificate in respect of each amount so paid. Each of the persons shown in the records of Euroclear and Clearstream as the beneficial holder of a particular principal amount of Certificates represented by such Global Certificate must look solely to Euroclear or Clearstream, as the case may be, for his share of each payment made by the Issuer to, or to the order of, the bearer of such Global Certificate. Such persons shall have no claim directly against the Issuer in respect of payments due on the Certificates for so long as such Global Certificate is outstanding and the Issuer will be discharged by payment to the bearer of such Global Certificate in respect of each amount so paid.

7.4 General provisions applicable to payments

Every payment of principal in respect of the Certificates to or to the account of the Paying Agent in the manner provided in the Agency Agreement shall operate in satisfaction *pro tanto* of the relative obligation of the Issuer in respect of such Certificates to pay such principal except to the extent that there is default in the subsequent payment thereof in accordance with the Conditions to the Certificate Holders.

7.5 Determinations

All calculations made in respect of the Redemption Amount or the Early Redemption Amount will be made by the Calculation Agent. Such calculations will (in the absence of wilful misconduct, bad faith or manifest error) be binding on the Issuer and the Certificate Holders.

7.6 Fractions

When making payments to Certificate Holders, if the relevant payment is not of an amount which is a whole multiple of the smallest unit of the relevant currency in which such payment is to be made, such payment will be rounded down to the nearest unit.

7.7 Payments subject to fiscal laws

Payments will be subject in all cases to any fiscal or other laws and regulations applicable thereto in the place of payment. The payment made in accordance with the provisions of Conditions 7.1 to 7.6 (inclusive) above shall be a good discharge for the Issuer.

7.8 Delay in payment

The Certificate Holders will not be entitled to any interest or any other payment for any delay after the due date under the Certificates in receiving the amount due as a result of the due date not being a Business Day or if the Certificate Holders are late in surrendering the relevant Certificates.

7.9 Business Days

If the payment date referred to in these Conditions above would fall on a day which is not a Business Day, the payment date shall be postponed to the next following day which is a Business Day without that the Certificate Holders shall be entitled to any interest or other sum in respect of such postponed payment.

7.10 Late Interest

Without prejudice to Condition 7.9 above, if a sum is not paid on a Business Day on which such payment should have been made and provided that the Issuer has received such sum in respect of the Fund Shares (the **Unpaid Amount**), interest at a rate of Eonia minus 0.25% will accrue on the Unpaid Amount until the Unpaid Amount has been unconditionally and irrevocably paid by the Issuer to the holder of the Certificates (the **Late Interest**). The Late Interest shall be payable by the Issuer to the holder of the Certificates together with the relevant Unpaid Amount. For the avoidance of doubt, the Late Interest is not due if the Issuer does not pay the sum due on a Business Day as a consequence of the fact that the Issuer has not received the corresponding sum in respect of the Fund Shares.

8. SECURITISATION ACT 2004

By subscribing for the Certificates, or otherwise acquiring the Certificates, the Certificate Holders expressly acknowledge and accept, and will be deemed to have accepted and acknowledged, that the Issuer (i) is subject to the Securitisation Act 2004 and (ii) has created Compartment 13 in respect of the Certificates to which all assets, rights, claims and agreements relating to the Certificates will be allocated. Furthermore, the Certificate Holders acknowledge and accept that they have only recourse to the assets of Compartment 13 and not to the assets allocated to any other compartments created by the Issuer or any other assets of the Issuer. The Certificate Holders acknowledge and accept that once all the assets allocated to Compartment 13 have been realised, they are not entitled to take any further steps against the Issuer to recover any further sums due and the right to receive any such sum shall be extinguished. The Certificate Holders accept not to attach or otherwise seize the assets of the Issuer allocated to Compartment 13 or to other compartments of the Issuer or other assets of the Issuer. In particular, no Certificate Holders shall be entitled to petition or take any other step for the winding-up, the liquidation and the bankruptcy of the Issuer or any similar insolvency related proceedings. In case of a conflict between the provisions of this Condition 8. and the other Conditions, the provisions of this Condition 8. shall prevail.

9. TAXATION

All payments in respect of the Certificates by or on behalf of the Issuer will be made without withholding or deduction for or on account of any present or future taxes, duties, assessment or governmental charges of whatever nature imposed or levied by or on behalf of any Tax Jurisdiction unless such withholding or deduction is required by law. In the event that any withholding tax or

deduction for tax is imposed on payments of interest on the Certificates, the holders of such Certificates will not be entitled to receive grossed-up amounts to compensate for such withholding tax.

10. PRESCRIPTION

- 10.1 Claims against the Issuer for payment in respect of the Certificates shall be prescribed and become void unless made within ten years from the date on which the relevant payments were due.
- 10.2 The Luxembourg act dated 3 September 1996 on the involuntary dispossession of bearer securities, as amended (the **Involuntary Dispossession Act 1996**) requires that any amount that is payable under the Certificates, (but has not yet been paid to the holders of the Certificates), in the event that (i) an opposition has been filed in relation to the Certificates and (ii) the Certificates mature prior to becoming forfeited (as provided for in the Involuntary Dispossession Act 1996), is paid to the *Caisse des consignations* in Luxembourg until the opposition has been withdrawn or the forfeiture of the Certificates occurs.

11. MEETINGS OF CERTIFICATE HOLDERS, MODIFICATION AND SUBSTITUTION

11.1 Meetings of Certificate Holders

Articles 86 to 97 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended are not applicable to the Certificates.

The Agency Agreement contains provisions for convening meetings of the Certificate Holders to consider any matter affecting their interests, including the modification by Extraordinary Resolution of, among other things, the Certificates, the Coupons or the Agency Agreement. An **Extraordinary Resolution** is, according to the Agency Agreement, a resolution that must be passed by a majority of not less than two-thirds.

Resolutions of the Certificate Holders to amend the corporate objects of the Company, the form of the Company, to change the nationality of the Company and/or increasing the commitments of the shareholders of the Company may exclusively be taken, and any meetings of Certificate Holders resolving thereupon must be convened and held, in accordance with the Luxembourg act dated 10 August 1915, as amended (the **Companies Act 1915**) as long as any specific requirements exist in this respect in the Companies Act 1915 (the **Luxembourg Law Resolutions**). A Luxembourg Law Resolution must be passed in accordance with the requirements of the Companies Act 1915.

All other resolutions will be taken in the form of Ordinary Resolutions (that is, resolutions that do not constitute Extraordinary Resolutions or Luxembourg Law Resolutions) which are adopted by a simple majority of the votes cast at a meeting of the Certificate Holders.

A meeting of the Certificate Holders may be convened by the Issuer and shall be convened by the Issuer if required in writing by Certificate Holders holding not less than ten per cent. in nominal amount of the Certificates for the time being remaining outstanding. The quorum at any meeting for passing an Extraordinary Resolution will be one or more persons holding or representing not less than 66.6 per cent. in principal amount of the Certificates for the time being outstanding, or at any adjourned meeting one or more persons being or representing Certificate Holders whatever the nominal amount of the Certificates so held or represented. The quorum at any meeting for passing an Ordinary Resolution will be one or more persons holding or representing not less than 5 per cent. in principal amount of the Certificates for the time being outstanding. There are specific quorum requirements for Luxembourg Law Resolutions set out in the Companies Act 1915.

11.2 An Extraordinary Resolution, an Ordinary Resolution or certain Luxembourg Law Resolutions passed at any meeting of the Certificate Holders will be binding on all Certificate Holders, whether or not they are present at the meeting.

11.3 Modification

The Issuer may make, without the consent of the Certificate Holders, any modification to the Conditions which is of a formal, minor or technical nature or is made to correct a manifest or proven error or to comply with mandatory provisions of the law of the jurisdiction in which the Issuer is incorporated or to reflect any change of law which has an impact on the Issuer's obligations under the Certificates.

Any such modification shall be binding on the Certificate Holders and any such modification shall be notified to the Certificate Holders by way of a written notice in accordance with Condition 14.

11.4 Substitution

The Issuer may, under no circumstances, be replaced as issuer and the principal debtor under the Certificates.

12. REPLACEMENT OF CERTIFICATES

12.1 The replacement of the Certificates, in the case of loss or theft, is subject to the procedure of the Involuntary Dispossession Act 1996.

12.2 If a Certificate is mutilated or defaced, the mutilated or defaced Certificate must be surrendered before replacements will be issued.

12.3 Expenses and fees incurred by the Issuer in connection with the issue of replacement Certificates will be payable by the claimant to the Issuer before replacements will be issued.

13. FURTHER ISSUES

The Issuer may from time to time, without the consent of the Certificate Holders, create and issue further Certificates (i) having the same Conditions in all respects as the outstanding Certificates so that such further issue shall be consolidated and form a single series with the outstanding Certificates, and references in these Conditions to the Certificates shall be construed accordingly or (ii) upon such terms and conditions as the Issuer may determine at the time of their issue.

14. NOTICES

14.1 Form of notice

A notice:

- (i) must be in the English language; and
- (ii) may be given by the addressor itself or on behalf of the addressor by a solicitor, director or company secretary of the addressor.

14.2 Publication of notices (other than convening general meetings)

All notices (including notices convening a meeting in accordance with the provisions of Condition 11 regarding the definitive Certificates will be deemed to be validly given if published on the website of the Calculation Agent (www.oaklet.de). Any such notice will be deemed to have been given on the date of the first publication. Until such time as the definitive Certificates are issued, the

publication on such website may, so long as the Global Certificate representing the Certificates is held in its entirety on behalf of Euroclear and/or Clearstream be replaced with the delivery of the relevant notice to Euroclear and/or Clearstream for communication by them to the Certificate Holders. Any such notice shall be deemed to have been given to the Certificate Holders on the day after the day on which the said notice was given to Euroclear and/or Clearstream.

14.3 Publication of notices regarding convening of general meetings

Any notice convening a meeting in accordance with the provisions of Condition 11 (*Meetings of Certificate Holders*) shall contain the agenda and shall be published twice at an interval of at least eight days from each other and at least eight days prior to the meeting in each of the *Mémorial* (the official gazette of the Grand Duchy of Luxembourg) and in the *Tageblatt* or in the *Luxemburger Wort* in Luxembourg.

- 14.4 Notices to be given by the Certificate Holders shall be in writing and given by lodging the same, together (in the case of the Certificates in definitive form) with the Certificates, with the Paying Agent. While the Certificates are represented by the Global Certificate, such notice may be given by the Certificate Holders to the Paying Agent through Euroclear and/or Clearstream, as the case may be, in such manner as the Paying Agent, Euroclear and/or Clearstream, as the case may be, may approve for this purpose.

15. AGENTS

The Calculation Agent, the Paying Agent and the Investment Advisor act solely as agents of the Issuer and do not assume any obligation or duty to, or any relationship of agency or trust for or with, the Certificate Holders. The Issuer reserves the right at any time, without the prior approval of the Certificate Holders, to vary or terminate the appointment of the Calculation Agent and/or the Paying Agent and/or the Investment Advisor, provided that the Issuer will at all times maintain a Paying Agent having a specified office in Luxembourg. Notice of any such change will promptly be given to the Certificate Holders in accordance with Condition 14.

All determinations (including in the case of the Calculation Agent, calculations) of the Agents made in respect of the Certificates shall be made in their sole and absolute discretion and shall be final, conclusive and binding on the Issuer and the holders in the absence of manifest error. In particular, the Calculation Agent, in making any determination, adjustment or calculation in relation to the Certificates, shall at all times act in good faith and in a commercially reasonable manner. The Certificate Holders shall (in the absence as aforesaid) not be entitled to proceed against any of the Agents in connection with the exercise or non-exercise by it of its obligations, duties and discretions pursuant to the Certificates.

Any of the Agents may, with the consent of the Issuer, delegate any of its obligations and functions to a third party as it deems appropriate.

16. GOVERNING LAW AND JURISDICTION

16.1 Governing Law

The Certificates are governed by, and shall be construed in accordance with, Luxembourg law.

16.2 Jurisdiction

The Luxembourg district courts are to have jurisdiction to settle any disputes which may arise out of or in connection with the Certificates and accordingly any legal action or proceedings arising out of or in connection with the Certificates (**Proceedings**) may be brought in such courts. Each of the

Issuer and the Certificate Holders irrevocably submit to the jurisdiction of the Luxembourg district courts and waive any objection to Proceedings in such courts on the ground of venue or on the ground that the Proceedings have been brought in an inconvenient forum. These submissions are made for the benefit of the Issuer only and shall not affect the Issuer's right to take Proceedings in any other court of competent jurisdiction nor shall the taking of Proceedings by the Issuer in one or more jurisdictions preclude the taking of Proceedings by the Issuer in any other jurisdiction (whether concurrently or not).

DESCRIPTION OF THE PARTIES

1. ISSUER

1.1 Corporate Information

AIV S.A., as the Issuer of the Certificates, was incorporated on 30 April 2007 under the laws of Luxembourg as a securitisation company (*société de titrisation*) in the form of a public limited liability company (*société anonyme*) and is subject to the provisions of the Securitisation Act 2004.

The Issuer has been incorporated for an unlimited duration and is registered with Luxembourg trade and companies register under number B127762.

The Issuer has been established as a special purpose vehicle for the purpose of issuing asset backed securities.

The registered office of the Issuer is located at 9b, boulevard Prince Henri, L-1724 Luxembourg (telephone number (+352) 22 11 90).

The Issuer is subject, as a regulated securitisation undertaking (*organisme de titrisation agréé*), to the supervision of the CSSF.

The articles of association of the Issuer (the **Articles**) were filed with the Luxembourg trade and companies register and published in the *Mémorial C, Recueil des Sociétés et Associations*, number 1366 of 5 July 2007 on page 65535.

1.2 Share capital and shareholder

The Issuer has a share capital of EUR31,000 divided into 310 ordinary shares each having a par value of EUR100 and fully paid-up.

All the Issuer's shares are held by Stichting Legatus, a company incorporated and existing under the laws of The Netherlands and having its registered office at Amsteldijk 166, NL-1079 LH Amsterdam, Netherlands.

1.3 Business operations

Pursuant to Article 4 of the Articles, the business operations of the Issuer consist in the performance of securitisation transactions in the meaning of the Securitisation Act 2004. The Issuer may acquire or assume, directly or through another entity or vehicle, the risks relating to the holding or ownership of claims, receivables and/or other goods or assets (including securities of any kind), either movable or immovable, tangible or intangible, and/or risks relating to liabilities or commitments of third parties or which are inherent to all or part of the activities undertaken by third parties, by issuing securities (*valeurs mobilières*) of any kind whose value or return is linked to these risks. The Issuer may assume or acquire these risks by acquiring, by any means, claims, receivables and/or other goods or assets, by guaranteeing the liabilities or commitments of third parties or by binding itself in any other way. The method that will be used to determine the value of the securitised assets will be set out in the relevant issue documentation proposed by the Issuer.

The Issuer may, within the limits of the Securitisation Act 2004, proceed, so far as they relate to securitisation transactions, to (i) the acquisition, holding and disposal, in any form, by any means, whether directly or indirectly, of participations, rights and interests in, and obligations of,

Luxembourg and foreign companies, (ii) the acquisition by purchase, subscription, or in any other manner, as well as the transfer by sale, exchange or in any other manner of stock, bonds, debentures, notes and other securities or financial instruments of any kind (including notes or parts or units issued by Luxembourg or foreign mutual funds or similar undertakings and exchangeable or convertible securities) and receivables, claims or loans or other credit facilities and agreements or contracts relating thereto, and (iii) the ownership, administration, development and management of a portfolio of assets (including, among other things, the assets referred to in (i) and (ii) above) in accordance with the provisions of the relevant issue documentation.

The Issuer may, within the limits of the Securitisation Act 2004 and for as long as it is necessary to facilitate the performance of its corporate objects, borrow in any form and enter into any type of loan agreement. It may issue notes, bonds (including exchangeable or convertible securities and securities linked to an index or a basket of indices or shares), debentures, notes, shares, beneficiary parts, warrants and any kind of debt or equity securities, including under one or more issue programmes. The Issuer may lend funds including the proceeds of any borrowings and/or issues of securities, within the limits of the Securitisation Act 2004 and provided such lending or such borrowing relates to securitisation transactions, to its subsidiaries or affiliated companies or to any other company.

The Issuer may, within the limits of the Securitisation Act 2004, give guarantees and grant security over its assets in order to secure the obligations it has assumed for the securitisation of those assets or for the benefit of investors (including their trustee or representative, if any) and/or any issuing entity participating in a securitisation transaction of the Issuer. The Issuer may not pledge, transfer, encumber or otherwise create security over some or all of its assets or transfer its assets for guarantee purposes, unless permitted by the Securitisation Act 2004.

The Issuer may enter into, execute and deliver and perform any swaps, futures, forwards, derivatives, options, repurchase, stock lending and similar transactions for as long as such agreements and transactions are necessary to facilitate the performance of the Issuer's corporate objects. The Issuer may generally employ any techniques and instruments relating to investments for the purpose of their efficient management, including, but not limited to, techniques and instruments designed to protect it against credit, currency exchange, interest rate risks and other risks.

The Issuer's board of directors is entitled to create one or more compartments (representing the assets of the Issuer relating to an issue by the Issuer of securities), in each case, corresponding to a separate part of the Issuer's estate.

The descriptions above are to be understood in their broadest sense and their enumeration is not limiting. The corporate objects of the Issuer shall include any transaction or agreement which is entered into by the Issuer, provided it is not inconsistent with the foregoing enumerated objects.

In general, the Issuer may take any controlling and supervisory measures and carry out any operation or transaction which it considers necessary or useful in the accomplishment and development of its corporate objects to the largest extent permitted under the Securitisation Act 2004.

In particular, the Issuer can issue debt securities on a continuous basis, which relate to one or more compartments and whose proceeds are based on the performance of each type of securities, shares or units of undertakings for collective investment or financial instruments of any type (including, for the avoidance of doubt, derivative instruments) and/or any other asset or any other risk in the meaning of Article 53 of the Securitisation Act 2004.

The Issuer is a special purpose vehicle and its sole business is the raising of money by issuing securities for the purposes of acquiring assets or risks relating to assets generally.

1.4 Administration and management

Pursuant to Article 11 of the Articles, the Issuer is managed by a board of directors (the **Board**), which consists of not fewer than three members, who must not be shareholders of the Issuer and who are elected by the shareholders at a general meeting of the shareholders of the Issuer. As long as the Issuer has only one shareholder it may also be managed by a sole director.

The Board has full authority to execute all acts in connection with business operations and management within the framework of the business purpose of the Issuer defined in the Articles. All powers not reserved for the general meeting by law or by the Articles fall within the scope of responsibility of the Board. The Board can transfer certain of its tasks.

The current members of the Board are Hinnerk Koch, Alain Koch and Martijn Sinnighe Damsté, all having their professional address at 9b, boulevard Prince Henri, L-1724 Luxembourg.

The principal outside activities of the members of the Board may be significant with respect to the Issuer to the extent that Hinnerk Koch, Alain Koch and Martijn Sinnighe Damsté are employees of Structured Finance Management (Luxembourg) S.A. which provide professional administration, management and directorial services to other companies similar in nature to the Issuer.

1.5 Financial information

Accounting

The Issuer produces audited and non-consolidated annual financial statements as well as half-yearly and unaudited financial statements. The financial report of 31 December 2007 is the first audited financial report of the Issuer. The reports in relation to the individual compartments established from time to time by the Issuer are created separately from the financial reports of the Issuer.

In accordance with Articles 72, 74 and 75 of the Luxembourg act dated 10 August 1915 on commercial companies, as amended (the **Companies Act 1915**), the Issuer is obliged to publish its annual accounts on an annual basis following approval of the annual accounts by the annual general meeting of the shareholders. The annual general meeting of shareholders takes place each year on the fourth Wednesday in March or, if such day is not a Business Day (as defined in the Articles), the next following Business Day at 10.00 a.m. at the registered office of the Issuer or at such other place as may be specified in the convening notice.

A copy of any future published annual audited financial statements prepared for the Issuer can be obtained at the Luxembourg trade and companies register.

Financial year

The Issuer's financial year begins on the first of January of each year and ends on 31 December of the same year. The first financial year began on the date of the Issuer's incorporation and ended on 31 December 2007.

Valuation principles

Assets and liabilities – The value of all assets, which are quoted, listed or normally traded on a stock exchange, are valued at the state of the (insofar as applicable) most recently available trading price (or as determined by the Board) at the relevant point in time. Insofar as such stocks are listed or traded on more than one stock exchange, the relevant market is that which constitutes the main market, which the Board or the calculation agent, depending on which is appropriate, determines as that with the most appropriate criteria with regard to the valuation of the assets concerned. If the assets are units or shares of undertakings for collective investment, those assets are valued at the

most recently available net asset value or, if that value does not reflect the market price of those assets, the price of the assets is determined by the Board on a fair and reasonable basis. All other assets, including non-quoted assets and quoted assets, for which a price is not available, are valued at their estimated value, which was arrived at by a competent entity approved by the Board for this purpose, with care and in good faith in accordance with the prevailing market practice and the applicable laws and regulations.

Cash and cash equivalents – Cash and cash equivalents comprise the cash holdings, bank balances, overnight deposits at banks, reduced by overdrafts of bank accounts.

Foreign currencies – Assets and liabilities, which are denominated in foreign currencies, are converted into euros at the exchange rate valid on the balance sheet date. Differences, which result from the conversion, are included in the profit and loss account.

Income and expenses, which are denominated in foreign currencies, are converted into euros at the exchange rate valid on the transaction date.

Historical financial information

For information concerning the Issuer's financial statements as of 31 December 2010, 31 December 2011 and 31 December 2012 please refer to the *Documents Incorporated by Reference* set out in items 1.1, 1.2 and 1.3 on pages 57 and 58 of this Prospectus.

2. FUND

2.1 Corporate Information

Dual Return Fund SICAV was established on 29 November 2005 as a *société d'Investissement à capital variable* (investment company with variable capital) in the form of a public limited liability company (*société anonyme*) consisting of several separated sub-funds, is subject, amongst others, to the 2010 Law and the law of 10 August 1915 on commercial companies, as amended and is registered with the Luxembourg trade and companies register under number B112224.

The Fund's objective is to invest at least 20% of the net assets of each sub-fund in investments other than transferable securities and/or liquid investments referred to in Article 41 of the 2010 Law. The Fund has been authorised by the CSSF in accordance with the provisions of Part II of the 2010 Law. This authorisation does not, however, entail the approval or rejection, by a Luxembourg authority, of the adequacy or correctness of the Prospectus or the investments made by the Fund.

The business address of the Fund is DUAL RETURN FUND (SICAV), 1B, rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg (telephone number (+352) 7694941).

In accordance with the provisions of the 2010 Law and the Fund Articles, the Fund Board may issue shares for every sub-fund. A separate investment portfolio is kept for every sub-fund and invested according to the investment objective of that particular sub-fund. The Fund is therefore an umbrella fund, which offers investors the possibility of choosing between one or more investment objectives by investing in one or more sub-funds.

The Fund Board has the authority to make decisions about and the responsibility for the business operations and management of the Fund. It can transfer different activities at any time and without restrictions, in particular without further requirements for consent, to other external service providers.

The following persons are currently members of the Fund Board:

- Mr. Manfred Kastner (appointed for the first time on 28 November 2005; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014);
- Mr Roland Dominicé (appointed for the first time on 28 November 2005; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014);
- Mr. Ernst-Ludwig Drayss (appointed for the first time on 28 November 2005; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014);
- Mr. Thomas Amend (co-opted on 1 June 2013; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014);
- Mr. Arman V. Vardanyan (appointed for the first time on 1 April 2007; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014);
- Mr. Heinz-Peter Heidrich (appointed for the first time on 1 February 2010; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014); and
- Mr. Michael P. Sommer (appointed for the first time on 1 February 2010; his current term will continue until the next annual general meeting of the Fund's shareholders to be held on 6 May 2014).

The Fund grants to the members of the Fund Board a yearly compensation for expenses amounting to EUR4,000. The Fund does not set aside any amounts to provide for pension or retirement payments for the benefit of any of the members of the Fund Board. None of the members of the Fund Board has concluded separate service agreements with the Fund.

The Fund may, at the sole discretion of the Fund Board, if necessary establish additional sub-funds with one or more share classes with their own, different rights, fee structures and investment portfolios with other or similar investment objectives or other contractual conditions, however, the issuing of one or more additional share classes or the establishment of new sub-funds at the time of the issuance may not be detrimental to the existing shareholders.

Since the sub-funds do not have legal personality, the sub-funds are not legal subjects separate from the Fund. Foreign jurisdictions in which the Fund may operate, in which assets are managed for it or claims asserted against it, may not recognise this structure.

Given that the Fund issues bearer shares, no indication can be made as to the major shareholders (if any) of the Fund. The shares issued by the Fund have the same voting rights.

There is no particular corporate governance regime applicable to the Fund and the Fund has not entered into related party transactions during the period covered by the historical financial information incorporated by reference to this Prospectus.

There has been no significant change in the financial or trading position of the Fund since 30 June 2013 and there has been no material adverse change in the financial position or prospects of the Fund since 31 December 2012 either.

The Fund is not engaged in any governmental, legal, arbitration, administrative or other proceedings (including any such proceedings which are pending or threatened of which the Fund is aware) in the

12 months preceding the date of this document which are likely to have a material adverse effect upon the Fund's financial position or profitability.

2.2 Concept of the Sub-Fund

The Fund Board may establish different portfolios within the Fund. Each of these portfolios is, as described below, designed as a Sub-Fund.

The proceeds from the issue of each class of shares allocated to the relevant sub-fund is recorded in the books of the respective sub-fund.

The assets and liabilities of the Fund, which are allocated to a sub-fund or are held for a sub-fund, are managed separately from those assets and liabilities of the Fund, which are allocated to another sub-fund or are held for other sub-funds. Separate books and records are kept for each sub-fund.

The performance of a financial instrument derived from the performance of another financial instrument (either with cash compensation or in another form), will be allocated to the relevant sub-fund of the Fund. An increase or decrease in value of the assets allocated to a specific sub-fund, subject to the provisions of the Fund Articles, will not be allocated to another sub-fund.

With regard to the liabilities of the sub-fund, only the assets of the relevant sub-fund are taken into consideration. A surplus of a sub-fund will, subject to the provisions of the Fund Articles, be allocated to the shareholders of the respective sub-fund.

In the case of assets or liabilities, which in the opinion of the Fund Board cannot be allocated to a specific sub-fund, the Fund Board shall determine at its own discretion on which basis an asset or a liability is to be allocated between different sub-funds, and the Fund Board is entitled to change this basis at any time.

Since each sub-fund is a separately managed portfolio, neither the Investment Manager or another creditor (in particular not the shareholders) have recourse to the assets of other sub-funds for the settlement of liabilities of a specific sub-fund.

In the event of the insolvency of a separately managed sub-fund, it is to be expected that, pursuant to the laws of Luxembourg, a cross-portfolio liability for other sub-funds will turn out to be minimal in comparison to that calculated for the insolvent, separately managed portfolio. Investors should, however, bear in mind that the sub-funds are not legally independent.

2.3 Share capital of the Fund

The share capital of the Fund consists of fully paid participating shares without par value and equals at all times the sum of the assets of the company in accordance to article 11 of the articles of incorporation of the Fund. The initial share capital of the company was EUR31,000.00 (thirty-one-thousand Euros), consisting of 31 (thirty-one) fully paid shares without par value and equals now to the nominal value of the shares issued by the Fund.

The Fund Shares are listed on the Official List and admitted to trading on the regulated market of the Luxembourg Stock Exchange. The price of the Fund Shares will be constantly published on the website of the Luxembourg Stock Exchange.

2.4 Financial information with respect to the Subfund selected from the Fund's Annual and Semi-Annual Reports

	31/12/2011	30/06/2012	31/12/2012	30/06/2013
	EUR	EUR	EUR	EUR
TOTAL ASSETS	87,381,232.76	71,282,627.88	95,588,321.02	111,910,009.17
TOTAL LIABILITIES	-2,994,803.67	-329,618.67	-520 804.51	-258,285.64
NET ASSET VALUE	84,386,429.09	70,953,009.21	95,067,516.51	111,651,723.53

The most recent net asset value per Fund Share is EUR129.22 as of 10 March 2014 and the aggregate net asset value of the Fund amounts to EUR165,050,608.20 as of 10 March 2014 (it being noted that such figures are unaudited).

2.5 Investment Manager of the Fund and Portfolio

Absolute Portfolio Management GmbH, Vienna was appointed to be the Investment Manager. The Investment Manager is a private limited liability company incorporated under Austrian law and registered with the trade and companies register in Vienna under number FN 95218 b. The business address of the Investment Manager is Wallnerstrasse 3 / 17, a-1010 Vienna, Austria (telephone number (+43) 15335976).

The Investment Manager will be consulted by Symbiotics S.A. in accordance with the consultancy agreement of 12 April 2007 with regard to the implementation of the sub-fund's investment objectives and the tasks of selecting and performing due diligences of MFIs, as well as supervising and looking after existing investments.

Founded 1991, Absolute Portfolio Management is an independent company that has specialised in the selection and analysis of alternative investments and microfinance located in Vienna. The investment philosophy does not measure success as compared to other investment styles or indices, but rather as a real, positive and absolute performance. Major clients are institutions and high net-worth individuals in Germany, Austria and Switzerland.

Located in Geneva, Symbiotics S.A. is an investment consultant company offering investment services to microfinance investors. Over the last few years the team closed over 200 cumulated micro-finance transactions and funded over 400,000 micro-, small- and medium enterprises and low income households. To date Symbiotics S.A. disbursed over USD 750 million in fixed income investment.

The responsibility of the Investment Manager is to prepare investment decisions for the respective sub-fund on behalf of the Fund, whose implementation is subject to the investment policy and decision of the Fund Board. Furthermore, the Investment Manager is commissioned to monitor the investments of the Fund under the supervision of the Fund Board.

The investment management agreement authorises the Investment Management to transfer his responsibilities, duties and powers to other natural and legal persons that the Investment Manager

considers suitable. The Investment Manager is moreover entitled to transfer all his responsibilities, duties and powers to a suitable company that is supervised by a competent authority.

The liability of the Investment Manager together with that of brokers and commissioned parties towards the Investment Manager is to a large extent limited and the Fund is under the obligation to exempt these persons from third-party liability.

2.6 Services Provider of the Fund

The Fund has appointed Axxion S.A. as its domiciliary agent and corporate agent (the **Manager**). Axxion S.A. is a public limited liability company (*société anonyme*) under the law of the Grand Duchy of Luxembourg and was established on 17 May 2001 registered with the Luxembourg trade and companies register under number B 82112.

Its registered office is at 15, rue de Flaxweiler, L-6776 Grevenmacher, Grand Duchy of Luxembourg. On 31 December 2007 its consolidated and statutory equity amounted to EUR600,000.

The Manager is a bank-independent provider of funds services and administration. Axxion S.A. actually serves more than 120 funds, mounting to a total volume of more than EUR 2 billion mainly of German speaking Family Offices and independent wealth-managers.

In accordance with an administration agreement between the Manager and Dual Return Fund (SICAV) dated 9 December 2005, the Manager, under the general supervision of the Fund Board, is responsible for all questions of the management of the Fund within the framework of everyday business.

The Manager is responsible for the

- (a) Provision of registrar and transfer agent services,
- (b) The keeping of the most important books of account and financial documents of the Fund,
- (c) Creating periodic reports on behalf of the Fund and creating annual financial statements for the Fund, and calculation of the net asset value,
- (d) Taking care of certain specified details in connection with the sale, purchase, transfer of and other transactions regarding securities, bonds and other assets held by the Fund, and
- (e) Performance of certain accounting and office tasks in connection with the management of the Fund.

Furthermore, the Manager is entitled to transfer certain responsibilities in accordance with the administration agreement to an associated company.

The liability of the Manager towards the Fund is to a large extent limited and the Fund is under the obligation to exempt the Manager to a great extent from third-party liability.

The Manager is not involved with respect to decisions regarding investments of the Fund.

2.7 Investment objective and investment restrictions of the Fund

Investment objective and investment restrictions of the Fund:

- (a) Investment objective

The principal objective of the Fund is to enable investors to have an involvement in the microfinance industry. Microfinance may be defined as the provision of financial services for economically active poor social classes in developing lands and countries in transition. By providing capital for people who are excluded from the official banking sector and economic development, the possibility of a positive self-reinforcing cycle is afforded, i.e. financial security, savings and growth.

(b) General investment restrictions of the Fund

The Fund may, with regard to each sub-fund, at no time invest more than 80% of the net assets in microfinance related investments, whereas the Fund may not invest more than 10 % of the net assets directly in the securities and financial instruments of a single issuer, or not more than 30 % indirectly, if the investment is diversified into at least five underlying MFIs; with an indirect investment which is diversified into fewer than five MFIs, the 10 % restriction will apply; and whereas the Fund may not acquire more than 50 % of securities and financial instruments of the same kind from the same issuer.

These restrictions do not apply to securities and financial instruments which are issued or guaranteed by a member state of the Organisation for Economic Cooperation and Development or its local authorities, or by international public institutions within the European Union, on a regional or global level.

The Fund may borrow up to a maximum of 25% of its net assets without restrictions, with regard to their intended use.

With regard to each sub-fund, the Fund may invest a maximum of 10 % of its net assets in money market instruments or bonds or shares which are issued by a single issuer having no obvious connection with microfinance. The Fund may also acquire not more than 25 % of the total issue or the number of shares in circulation of the aforementioned investments not having an obvious connection with microfinance.

In each sub-fund, the Fund may invest a maximum of 10 % of its net assets in a single open-ended or closed-ended undertaking for collective investment (the UCI). In each sub-fund, the Fund may also acquire a maximum of 25 % of shares in circulation or shares of a single open-ended or closed-ended UCI.

In each sub-fund, the Fund may invest a maximum of 20 % of its net assets in securities and shares or shares of closed-end UCIs which are not quoted on an official stock exchange or traded on another regulated market.

As a general rule, the Fund may not invest in derivatives, with the exception of instruments to hedge exchange rate risks, swaps or similar agreements for the purpose of risk management in connection with borrowing, as well as of similar derivatives for risk management within the limits set.

The Investment Manager is responsible for ensuring that the applicable investment restrictions are complied with and reports to the Fund Board.

The investment restrictions apply to assets at the point in time at which the investment is effected. If the Fund should breach the investment restrictions, the Fund Board will, as soon as is practically possible and preserving the interests of the shareholders, take steps that appear purposeful to it to remedy the breach; there shall be no further liability of the Fund Board or of the Investment Manager as a result of the breach.

(c) Investment objectives and restrictions of the reference fund

The Fund can contribute to refinancing MFIs to receive interest in the favour of the investors of the Fund, (i) by directly holding bonds, or indirectly through CDO structures which are issued by such credit institutions and which potentially encompass warrant rights concerning a stake in the capital of the credit institutions, or by loans being granted directly to those credit institutions which specialise in refinancing MFIs, or (ii) through deposits at larger credit institutions involved in refinancing MFIs; these deposits are remunerated in favour of the sub-fund at the interest rate currently paid for such deposits by the market, and are pledged in favour of those credit institutions. The extent and term of these loans and deposits depend on the particular market conditions at the time of the investment, but we must assume that such investments are made as supplementation or are restricted in time.

(d) Fee structure

The Fund pays the Investment Manager a management fee. It is calculated on an annual basis as a percentage of the net asset value of the Fund as at the valuation date of the Fund.

(e) Determination of the net asset value (the NAV)

For every share class of every sub-fund, the NAV is expressed in the currency in which the shares of that class are denominated, and it is calculated on every valuation day (as defined below) by dividing the net assets of every share class and/or every sub-fund (corresponding to the value of the asset shares less the liabilities relating to that share class and/or sub-fund on a particular valuation date) by the total number of shares of the particular share class and/or sub-fund which are issued at the relevant time. The net asset value per share may be rounded up or down to the next decimal place.

If, from the time of specifying the NAV on a particular valuation date, an essential change occurs in the valuation of the investments of a particular sub-fund, the Fund may, to protect the interests of the shareholders and itself, lift the first valuation and carry out a second one. All subscription and redemption applications must be processed on the basis of that second valuation.

The NAV is determined as follows on the 10th and on the 25th day of each month (or, if this does not fall on a business day, on the following business day) on the basis of the value of the underlying investments of the Fund:

- (i) Debt instruments which are not listed or traded on a stock exchange or on another regulated market on which regular trade is carried out, and which is recognised and publicly accessible, are valued at the nominal value plus accumulated interest. This value will be adjusted if necessary, for example in the case of considerable interest rate fluctuations on the relevant markets, or on the basis of the investment consultant's specification of the creditworthiness of a particular debt instrument. The Fund Board will make every endeavour to review this method of valuation on an ongoing basis and to propose changes where needed, in order to guarantee that debt instruments are valued at a reasonable value, as determined by the Fund Board in good faith. If the Fund Board were to ascertain that a deviation from this method of valuation might lead to a significant dilution or other unreasonable consequences for the shareholders, the Fund Board will, if need be, take corrective measures which it considers appropriate to eliminate or reduce the dilution or unreasonable consequences as far as is reasonably possible.
- (ii) The value of cash, deposits, treasury bills, promissory notes, receivables, transitory assets, interest and cash dividends which have, as stated above, been agreed or have accumulated but have not yet been received, must be determined in such a way as if they had been fully received, unless full payment or full receipt is improbable. In such a case, that value that will be stated is that which remains after a deduction

which the Fund Board considers appropriate is made in order to reflect the actual value has been made.

- (iii) The value of the assets listed or traded on a stock exchange is based on the closing rate of that stock exchange which is usually the main market of the assets concerned.
- (iv) The value of assets which are traded on another regulated market is based on the closing rate.
- (v) The value of shares or shares of UCIs is based on the last published net asset value. Other valuation methods may be employed to adjust the price of those shares if, in the Fund's opinion, changes in value have occurred since the last determination of the NAV.
- (vi) When determining the value of the Fund's assets, the central administrator may, taking all due care in calculating the NAV, except for obvious errors or negligence, base itself on those valuations which are offered by (i) various pricing sources available on the market, and above all by pricing agencies (Bloomberg, Reuters etc.) or fund managers, (ii) brokers, or (iii) specialists authorised by the Fund Board. Finally, (iv) in cases in which no prices are available or if the valuation is incorrect, the central administrator may base itself on the valuation of the Fund Board.

If (i) one or more pricing sources are unable to make valuations available to the central administrator and this could have a considerable effect on the NAV, or if (ii) the value of the assets might not be able to be determined as quickly and precisely as is necessary, the central administrator is authorised to postpone the calculation of the NAV and cannot therefore set any subscription and redemption prices. If that happens, the central administrator will inform the Fund Board of the situation without delay. The Fund Board may then decide to suspend the calculation of the NAV.

In cases in which assets are not listed or where the price determined in accordance with paragraphs (i), (ii) or (iii) does not correspond to the reasonable market value of the particular assets, the value of those assets will be based on sale prices which can reasonably be accepted, determined with prudence and in good faith.

The values of all assets and liabilities which are not expressed in the reference currency of a Sub-fund will be converted into the reference currency of the sub-fund at the exchange rate applicable on a particular valuation day in Luxembourg. If such rates are not available, the exchange rate will be determined in good faith by the Fund Board or in accordance with the procedure laid down by it.

The Fund Board may, at its own discretion, permit other methods of valuation if it is of the opinion that they better reflect the reasonable value of assets of the Fund.

The net asset value and the issue and redemption price for the shares of each share class of each sub-fund can be requested from the registered office of the Fund during business hours.

(f) Fees, Costs and Expenses

If the following fees and outgoings cannot be assigned uniquely to a certain class or a certain sub-fund, they shall be assigned to each sub-fund in proportion to the NAV of the sub-fund or in another manner, which the Fund Board deems to be appropriate under the circumstances.

- (i) Investment Manager fee:

In the case of all share classes, the Investment Manager may decide at his own discretion and from his own funds to grant discounts on the Investment Manager fee, either in full or in part, for some or all shareholders (or their representatives, including the director) or to remunerate service providers.

(ii) Administration fee:

The custodian bank and paying agent (UBS (Luxembourg) S.A., registered with the Luxembourg trade and companies register under number B 11.142 and with telephone number (+352) 45 12 11) (additional information on the custodian bank is set out on pages 29-31 (*Depotbank*) of the Fund Prospectus), the Manager, as well as the central administrator and listing agent (UBS Fund Services (Luxembourg) S.A.), are entitled to fees to be settled from the assets of each sub-fund. These are – as is usual with banks in Luxembourg - calculated as a percentage per annum of the average monthly NAV of a particular sub-fund in a quarter and are payable quarterly with retroactive effect. The custodian bank, the paying agent, the listing agent, the Manager and the administrator are also entitled to reimbursement from the Fund of their reasonable expenses and of the fees of possible correspondence partners.

(iii) Fees of the registration agent and transfer agent:

The registration agent and transfer agent (UBS Fund Services (Luxembourg) S.A.) is entitled to a fee from the assets of each sub-fund, calculated as a percentage per annum of the average monthly NAV in a particular quarter and payable in the next quarter. The Fund also reimburses reasonable expenses of the registration agent and transfer agent.

(iv) Fees of the distributor:

The distributor is entitled to a fee for services rendered for the shareholders from the assets of each Sub-fund, calculated as a percentage per annum.

(v) Directors' fee:

Each director may receive a normal market fee from the managed portfolio of the respective sub-fund.

Moreover, travelling expenses and other outgoings in connection with participation in meetings and other matters are reimbursed to the directors, including outgoings in relation to the execution of the due diligence process in favour of the investment company. These outgoings are assigned to each subfund in accordance with the net asset value of the sub-fund or in another manner that, in the opinion of the directors, is appropriate under the circumstances.

(vi) Audit costs: The Fund bears all fees that are invoiced by its auditors.

(vii) Operating expenses and other costs; preliminary expenses

The Fund also pays all expenses to be paid by it from the assets of a particular sub-fund, including, but not limited to, the following expenses: fees and expenses connected with the registration of the Fund and maintaining the Fund's registration at state bodies or stock exchanges in the Grand Duchy of Luxembourg and in other countries, fees and expenses for legal advice, accounting and audits, for reporting and publications, including the costs of producing, printing, notices and the sale of sales prospectuses and statements, reasonable fees and expenses for marketing and sales, regular reports or declarations of registration as well as the costs of reports to the Fund's shareholders, costs connected with determining the NAV of the Fund, costs connected with convening and holding general meetings of shareholders and meetings of the Fund Board, all taxes, levies, official and other fees, and all other operating expenses, including all costs for the purchase or sale of assets, reasonable travel costs connected with the selection of MFIs and investments in those MFIs, costs of publication

of issue and redemption prices if relevant, interest, bank fees, costs of currency conversion, broker's costs and postage, telephone and telefax costs.

The Fund can estimate management and other expenses occurring regularly or repeatedly and calculate them in advance proportionately for one year or other periods of time, and can defer them beyond those periods on a pro rata basis.

These costs are assigned to the sub-fund in accordance with the net asset value of the sub-fund or in another manner that is appropriate under the circumstances in the opinion of the Fund Board.

Costs incurred in connection with the establishment of a sub-fund are allocated to the respective sub-fund.

Additional information regarding the fees to be paid to the service providers of the Fund is set out under pages 50-53 of the Fund Prospectus (section "*Gebühren und Aufwendungen*").

(g) Statutory Auditor

The statutory auditor (*cabinet de revision agréé*) of the Fund is KPMG Luxembourg S.à r.l. having its registered office at 9, allée Scheffer, L-2520 Luxembourg and registered with the Luxembourg trade and companies register under number B149133. The statutory auditor is a member of the Luxembourg Institute of Auditors (*Institut des réviseurs d'entreprises*).

3. INVESTMENT MANAGER

Absolute Portfolio Management GmbH, Vienna was appointed by the Fund as Investment Manager. The Investment Manager will be consulted by Symbiotics S.A. in accordance with the consultancy agreement of 12 April 2007 with regard to the implementation of the sub-fund's investment objectives and the tasks of selecting and performing due diligences of MFIs, as well as supervising and looking after existing investments.

Founded 1991, the Investment Manager is an independent company that has specialised in the selection and analysis of alternative investments and microfinance located in Vienna. The investment philosophy does not measure success as compared to other investment styles or indices, but rather as a real, positive and absolute performance. Major clients are institutions and high net-worth individuals in Germany, Austria and Switzerland.

Located in Geneva, Symbiotics S.A. is an investment consultant company offering investment services to microfinance investors. Over the last few years the team closed over 200 cumulated micro-finance transactions and funded over 400,000 micro-, small- and medium enterprises and low income households. To date Symbiotics S.A. disbursed over USD 750 million in fixed income investment.

The responsibility of the Investment Manager is to prepare investment decisions for the respective sub-fund on behalf of the Fund, whose implementation is subject to the investment policy and decision of the Fund Board. Furthermore, the Investment Manager is commissioned to monitor the investments of the Fund under the supervision of the Fund Board.

4. AGENTS

The Certificates are issued with the benefit of an agency agreement dated 13 December 2010 (the **Agency Agreement**) under which the Paying Agent and the Calculation Agent (both as defined below) will fulfil the duties as described under section 6.1 and 6.2 below.

Further, the Issuer entered into an investment advisory agreement dated 13 December 2010 (the **Investment Advisory Agreement**) under which the Investment Advisor will fulfil the duties as described under section 6.3 below.

4.1 **Paying Agent**

Under the Agency Agreement, the Issuer has appointed BNP Paribas Securities Services, Luxembourg branch (**BNPP2S**), a public limited company incorporated under the laws of the Republic of France, having its registered office in 33, rue de Gasperich, L-5826 Hesperange as the paying agent (the **Paying Agent**).

The Paying Agent will carry out the tasks set out in the Agency Agreement, including the provision of customary banking services for the Issuer as well as registrar and transfer agent services with respect to the Certificates issued by the Issuer, which normally includes the tasks performed by registrar and transfer agents in Luxembourg.

The liability of the Paying Agent toward the Issuer is restricted to intent and gross negligence. It cannot be held liable if it refuses to perform such tasks in good faith, if it has good reason to believe that they are impermissible or not allowed or are contrary to existing laws or regulations, or if it is prevented from carrying out its tasks due to force majeure. The Issuer declares that it is prepared to indemnify the Paying Agent generally against any liability with respect to losses and damages that have occurred, which were imposed on it within the framework of fulfilling its tasks and duties under the Agency Agreement, insofar as they are not the result of intent or gross negligence. This indemnification is restricted to the assets of the compartment for which the paying agent acts.

4.2 **Calculation Agent**

Pursuant to the Agency Agreement, Oaklet GmbH (the **Calculation Agent**) having its registered office at Bettinastrasse 61, 60325 Frankfurt am Main, Germany assumes the functions of calculation agent for the determination of all relevant amounts under the Certificates.

The liability of the Calculation Agent toward the Issuer is restricted to intent and gross negligence. It cannot be held liable if it refuses to perform such tasks in good faith, if it has good reason to believe that they are impermissible or not allowed or are contrary to existing laws or regulations, or if it is prevented from carrying out its tasks due to force majeure. The Issuer declares that it is prepared to indemnify the calculation agent generally against any liability with respect to losses and damages that have occurred, which were imposed on it within the framework of fulfilling its tasks and duties under the Agency Agreement, insofar as they are not the result of intent or gross negligence. This indemnification is restricted to the assets of the compartment for which the calculation agent acts.

4.3 **Investment Advisor**

The Issuer has concluded an Investment Advisory Agreement with PEH Wertpapier AG as the Investment Advisor.

The Investment Advisor is a public limited company under German law and is entered in the Commercial Register at the District Court of Oberursel under the number 4065.

The Investment Advisor holds a licence from the Federal Financial Supervisory Authority (BAFin) in accordance with the German Banking Act for the exercise of financial portfolio management together with investments and transaction brokerage and is subject to the supervision of the BAFin.

The Investment Advisor is an asset management and consultancy company for private clients as well as an investment adviser and management company for institutional investors. The Investment

Advisor is independent of all banks and financial institutions and from its inception has specialised in innovative investment ideas.

In addition to its head office in Oberursel/Ts., the company is represented in Berlin, Hamburg, Munich, Stuttgart, Reutlingen, Rosenheim, Salzburg and Vienna.

Under the Investment Advisory Agreement, the Investment Advisor undertakes, for example, to provide the Issuer with advisory services with regard to the investments by the Issuer that are of interest to it. As defined in the Investment Advisory Agreement, the Investment Advisor is authorised to have its tasks performed by suitable third parties in accordance with the Investment Advisory Agreement.

The liability of the Investment Advisor towards the Issuer is restricted to intent and gross negligence. The Issuer declares that it is prepared to indemnify the Investment Advisor against any liability with regard to obligations, losses, damages, fines, lawsuits, proceedings, litigation measures, disbursements and expenses of any kind (with the exception of those which result from a breach of contract or the non-fulfilment or defective fulfilment of contractual obligations, insofar as these are the result of gross negligence or intent on the part of the consultancy company), which were incumbent upon it within the framework of fulfilling its tasks and duties under the investment advisory agreement, which have occurred or for which a judgement was delivered against it. This indemnification is restricted to the assets of the compartment for which the Investment Advisor acts.

5. CUSTODIAN

The Issuer has appointed BNPP2S as the custodian bank for the safekeeping of cash, securities and other assets, which the Issuer currently owns or will acquire in the future.

The custodian bank will carry out tasks stipulated in the custodian bank agreement, including the receipt and safekeeping of cash, securities and other assets that the Issuer currently owns. The safekeeping is performed on behalf of the custodian bank, the Issuer or one of its representatives or on behalf of whosoever is necessary for the purchase of certain securities or other assets in certain countries. The safekeeping is performed either by the custodian bank itself or by other banks or clearing systems.

The custodian bank is under the obligation to carry out the tasks incumbent upon it pursuant to the custodian bank agreement with due diligence and in harmony with the tasks and duties set out in the custodian bank agreement.

TAXATION

1. GENERAL TAXATION INFORMATION

The following information provided below does not purport to be a complete summary of the tax law and practice currently available. Potential purchasers of Certificates are advised to consult their own tax advisers as to the tax consequences of transactions involving the Certificates.

Purchasers and/or sellers of Certificates may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of transfer in addition to the issue price or purchase price (if different) of the Certificates.

Transactions involving Certificates (including purchases, transfer or redemption), the accrual or receipt of any interest payable on the Certificates and the death of a Certificate Holder may have tax consequences for potential purchasers which may depend, amongst other things, upon the tax status of the potential purchaser and may relate to stamp duty, stamp duty reserve tax, income tax, corporation tax, capital gains tax and/or inheritance tax.

2. LUXEMBOURG TAXATION

The following information is of a general nature only and is based on the laws presently in force in Luxembourg, though it is not intended to be, nor should it be construed to be, legal or tax advice. Prospective investors in the Certificates should therefore consult their own professional advisers as to the effects of state, local or foreign laws, including Luxembourg tax law, to which they may be subject.

Please be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature, or to any other concepts, refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), a solidarity surcharge (*contribution au fonds pour l'emploi*) as well as personal income tax (*impôt sur le revenu*) generally. Investors may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax as well as the solidarity surcharge invariably apply to most corporate taxpayers resident of Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

2.1 Taxation of the Certificate Holders

(a) Withholding Tax

(i) Non-resident Certificate Holders

Under Luxembourg general tax laws currently in force and subject to the laws of 21 June 2005, as amended (the **Laws**), there is no withholding tax on payments of principal, premium or interest made to non-resident Certificate Holders, nor on accrued but unpaid interest in respect of the Certificates, nor is any Luxembourg withholding tax payable upon redemption or repurchase of the Certificates held by non-resident Certificate Holders.

Under the Laws implementing the Council Directive 2003/48/EC of 3 June 2003 on taxation of savings income in the form of interest payments (the **Savings Directive**) and ratifying the treaties entered into by Luxembourg and certain dependent and associated territories of EU Member States (the **Territories**), payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to or for the immediate benefit of an individual beneficial owner or a residual entity (within the meaning of the Laws) resident in, or established in, an EU Member State (other than Luxembourg) or one of the Territories will be subject to a withholding tax unless the relevant recipient has adequately instructed the relevant paying agent to provide details of the relevant payments of interest or similar income to the competent Luxembourg fiscal authority in order for such information to be communicated to the competent tax authorities of the beneficiary's country of residence or establishment, or, in the case of an individual beneficial owner, has provided a tax certificate issued by the fiscal authorities of his/her country of residence in the required format to the relevant paying agent. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Certificates coming within the scope of the Laws will be subject to a withholding tax at a rate of 35 per cent.

In April 2013, the Luxembourg Government announced its intention to abolish the withholding system with effect from 1 January 2015, in favour of automatic information exchange under the Savings Directive.

(ii) Resident Certificate Holders

Under Luxembourg general tax laws currently in force and subject to the law of 23 December 2005, as amended (the **Law**) there is no withholding tax on payments of principal, premium or interest made to Luxembourg resident Certificate Holders, nor on accrued but unpaid interest in respect of Certificates, nor is any Luxembourg withholding tax payable upon redemption or repurchase of Certificates held by Luxembourg resident Certificate Holders.

Under the Law, payments of interest or similar income made or ascribed by a paying agent established in Luxembourg to an individual beneficial owner who is a resident of Luxembourg or to a residual entity (within the meaning of the Laws) established in an EU Member State (other than Luxembourg) or one of the Territories and securing such payments for the benefit of such individual beneficial owner will be subject to a withholding tax of 10 per cent. Such withholding tax will be in full discharge of income tax if the beneficial owner is an individual acting in the course of the management of his/her private wealth. Responsibility for the withholding of the tax will be assumed by the Luxembourg paying agent. Payments of interest under the Certificates coming within the scope of the Law will be subject to withholding tax of 10 per cent.

(b) Income Taxation

(i) Non-resident Certificate Holders

A non-resident Certificate Holder, not having a permanent establishment or permanent representative in Luxembourg to which/whom such Certificates are attributable, is not subject to Luxembourg income tax on interest accrued or received, redemption premiums or issue discounts, under the Certificates. A gain realised by such non-resident holder of Certificates on the sale or disposal, in any form whatsoever, of the Certificates is further not subject to Luxembourg income tax.

A non-resident corporate Certificate Holder or an individual Certificate Holder acting in the course of the management of a professional or business undertaking, who has a permanent establishment or permanent representative in Luxembourg to which/to whom such Certificates are attributable, is subject to Luxembourg income tax on interest accrued or received, redemption premiums or issue discounts, under the Certificates and on any gains realised upon the sale or disposal, in any form whatsoever, of the Certificates.

(ii) Resident Certificate Holders

Certificate Holders who are residents of Luxembourg will not be liable for any Luxembourg income tax on repayment of principal.

(a) Luxembourg resident corporate Certificate Holders

A corporate Certificate Holder must include any interest accrued or received, any redemption premium or issue discount, as well as any gain realised on the sale or disposal, in any form whatsoever, of the Certificates, in its taxable income for Luxembourg income tax assessment purposes.

A corporate Certificate Holder that is governed by the law of 11 May 2007 on family estate management companies, as amended, or by the law of 17 December 2010 on undertakings for collective investment, as amended, or by the law of 13 February 2007 on specialised investment funds, as amended, is neither subject to Luxembourg income tax in respect of interest accrued or received, any redemption premium or issue discount, nor on gains realised on the sale or disposal, in any form whatsoever, of the Certificates.

(b) Luxembourg resident individual Certificate Holders

An individual Certificate Holder, acting in the course of the management of his/her private wealth, is subject to Luxembourg income tax at progressive rates in respect of interest received, redemption premiums or issue discounts, under the Certificates, except if (i) withholding tax has been levied on such payments in accordance with the Law, or (ii) the individual Certificate Holder has opted for the application of a 10% tax in full discharge of income tax in accordance with the Law, which applies if a payment of interest has been made or ascribed by a paying agent established in a EU Member State (other than Luxembourg), or in a Member State of the European Economic Area (other than a EU Member State), or in a state that has entered into a treaty with Luxembourg relating to the Savings Directive. A gain realised by an individual Certificate Holder, acting in the course of the management of his/her private wealth, upon the sale or disposal, in any form whatsoever, of Certificates is not subject to Luxembourg income tax, provided this sale or disposal took place more than six months after the Certificates were acquired. However, any portion of such gain corresponding to accrued but unpaid interest income is subject to Luxembourg income tax, except if withholding tax has been levied on such interest in accordance with the Law.

An individual Certificate Holder acting in the course of the management of a professional or business undertaking must include this interest in its taxable basis. If applicable, the tax levied in accordance with the Law will be credited against his/her final tax liability.

2.2 Net Wealth Taxation

A corporate Certificate Holder, whether it is resident of Luxembourg for tax purposes or, if not, it maintains a permanent establishment or a permanent representative in Luxembourg to which/whom such Certificates are attributable, is subject to Luxembourg wealth tax on such Certificates except if the Certificate Holder is governed by the law of 11 May 2007 on family estate management companies, as amended, or by the law of 17 December 2010 on undertakings for collective investment, as amended, or by the law of 13 February 2007 on specialised investment funds, as amended, or is a securitisation company governed by the law of 22 March 2004 on securitisation, as amended, or is a capital company governed by the law of 15 June 2004 on venture capital vehicles, as amended.

An individual Certificate Holder, whether he/she is resident of Luxembourg or not, is not subject to Luxembourg wealth tax on such Certificates.

2.3 Other Taxes

In principle, neither the issuance nor the transfer, repurchase or redemption of Certificates will give rise to any Luxembourg registration tax or similar taxes.

However, a fixed or ad valorem registration duty may be due upon the registration of the Certificates in Luxembourg in the case of legal proceedings before Luxembourg courts or in case the Certificates must be produced before an official Luxembourg authority, or in the case of a registration of the Certificates on a voluntary basis.

Where a Certificate Holder is a resident of Luxembourg for tax purposes at the time of his/her death, the Certificates are included in his/her taxable estate for inheritance tax assessment purposes.

Gift tax may be due on a gift or donation of Certificates if embodied in a Luxembourg deed passed in front of a Luxembourg notary or recorded in Luxembourg.

3. GERMAN TAXATION

The following is a general discussion of certain German tax consequences of the acquisition, holding and disposal of the Certificates. It does not purport to be a comprehensive description of all German tax considerations that may be relevant to a decision to purchase Certificates, and, in particular, does not consider any specific facts or circumstances that may apply to a particular purchaser. This summary is based on the tax laws of Germany currently in force and as applied on the date of this Prospectus, which are subject to change, possibly with retroactive or retrospective effect.

Prospective purchasers of the Certificates are advised to consult their own tax advisors as to the tax consequences of the purchase, ownership and disposition of the Certificates, including the effect of any state, local or church taxes, under the tax laws of Germany and any country of which they are resident or whose tax laws apply to them for other reasons.

3.1 Tax Residents

The section “Tax Residents” refers to persons who are tax residents of Germany (*i.e.* persons whose residence, habitual abode, statutory seat, or place of effective management and control is located in Germany).

3.2 Withholding tax on capital gains

Capital gains derived by an individual Holder of the Certificates will be subject to German withholding tax if the Certificates are kept in a custodial account with a German branch of a German

or non-German bank or financial services institution, a German securities trading company or a German securities trading bank (each, a **Disbursing Agent**, *auszahlende Stelle*). The tax rate is 25 per cent. (plus solidarity surcharge at a rate of 5.5 per cent. thereon, the total withholding being 26.375 per cent.). If the individual Holder is subject to church tax, upon application a church tax surcharge will also be withheld.

The taxable capital gain is the difference between the proceeds from the disposal, redemption, repayment or assignment after deduction of expenses directly related to the disposal and the cost of acquisition, provided the Certificates have been held in a custodial account with the same Disbursing Agent since the time of their acquisition. To the extent the Certificates have not been kept in a custodial account with the same Disbursing Agent since the time of their acquisition or if the Certificates have been transferred into the custodial account of the Disbursing Agent only after their acquisition, upon the disposal, redemption, repayment or assignment withholding tax applies at a rate of 26.375 per cent. (including solidarity surcharge and – if applicable – additional church tax) on 30 per cent. of the disposal proceeds, unless the current Disbursing Agent has been notified of the actual acquisition costs of the Certificates by the previous Disbursing Agent or by a statement of a bank or financial services institution within the European Economic Area or certain other countries in accordance with art. 17 para. 2 of the EU Savings Tax Directive (*e.g.* Switzerland or Andorra).

In computing any German tax to be withheld, the Disbursing Agent may generally deduct from the basis of the withholding tax negative investment income realised by the individual Holder of the Certificates via the Disbursing Agent (*e.g.* losses from sale of other securities with the exception of shares). The Disbursing Agent may also deduct Accrued interest on other securities paid separately upon the acquisition of the respective security via the Disbursing Agent. In addition, subject to certain requirements and restrictions the Disbursing Agent may credit foreign withholding taxes levied on investment income in a given year regarding securities held by the individual Holder in the custodial account with the Disbursing Agent.

In addition, an annual allowance (*Sparer-Pauschbetrag*) of EUR 801 (EUR 1,602 for married couples filing jointly) applies in respect of Holders to all investment income received in a given year. Upon the individual Holder filing an exemption certificate (*Freistellungsauftrag*) with the Disbursing Agent, the Disbursing Agent will take the allowance into account when computing the amount of tax to be withheld. No withholding tax will be deducted if the Holder of the Certificates has submitted to the Disbursing Agent a certificate of non-assessment (*Nichtveranlagungsbescheinigung*) issued by the competent local tax office.

German withholding tax will not apply to gains from the disposal of the Certificates held by a corporation as Holder. The same may apply where the Certificates form part of a trade or business subject to further requirements being met.

3.3 Taxation of capital gains

The personal income tax liability of an individual Holder deriving income from capital investments under the Certificates is, in principle, settled by the tax withheld. To the extent withholding tax has not been levied, such as in case of Certificates kept in custody abroad or if no Disbursing Agent is involved in the payment process, the individual Holder must report his or her income and capital gains derived from the Certificates on his or her tax return and then will also be taxed at a rate of 25 per cent. (plus solidarity surcharge and church tax thereon, where applicable). Further, an individual Holder may request that all investment income of a given year is taxed at his or her lower individual tax rate based upon an assessment to tax with any amounts over withheld being refunded. In each case, the deduction of expenses (other than transaction costs) on an itemized basis is not permitted. Losses incurred with respect to the Certificates can only be off-set with investment income of the individual Certificate Holder realised in the same or following assessment periods.

Where Certificates form part of a trade or business or the income from the Certificates qualifies as income from the letting and leasing of property the withholding tax, if any, will not settle the personal or corporate income tax liability. The respective Holder will have to report income and related (business) expenses on the tax return and the balance will be taxed at the Holder's applicable tax rate. Withholding tax levied, if any, will be credited against the personal or corporate income tax of the Holder. Where Certificates form part of a German trade or business the gains from the disposal, redemption, repayment or assignment of the Certificates may also be subject to German trade tax.

3.4 Non-residents

Capital gains are not subject to German taxation, unless (i) the Certificates form part of the business property of a permanent establishment, including a permanent representative, or a fixed base maintained in Germany by the Holder or (ii) the income otherwise constitutes German-source income (such as income from the letting and leasing of certain German-*situs* property). In cases (i) and (ii) a tax regime similar to that explained above under "*Tax Residents*" applies.

Non-residents of Germany are, in general, exempt from German withholding tax and the solidarity surcharge thereon. However, where the income is subject to German taxation as set forth in the preceding paragraph and the Certificates are held in a custodial account with a Disbursing Agent, withholding tax may be levied under certain circumstances. Where Certificates are not kept in a custodial account with a Disbursing Agent and proceeds from the disposition, assignment or redemption of the Certificates are paid by a Disbursing Agent to a non-resident, withholding tax generally will also apply. The withholding tax may be refunded based on an assessment to tax or under an applicable tax treaty.

3.5 Inheritance and Gift Tax

No inheritance or gift taxes with respect to any Certificate will arise under the laws of Germany, if, in the case of inheritance tax, neither the deceased nor the beneficiary, or, in the case of gift tax, neither the donor nor the donee, is a resident of Germany and such Certificate is not attributable to a German trade or business for which a permanent establishment is maintained, or a permanent representative has been appointed, in Germany. Exceptions from this rule apply to certain German expatriates.

3.6 Other Taxes

No stamp, issue or registration taxes or such duties will be payable in Germany in connection with the issuance, delivery or execution of the Certificates. Currently, net assets tax is not levied in Germany.

3.7 EU Savings Directive

By legislative regulations dated 26 January 2004 the German Federal Government enacted provisions implementing the EU Savings Directive into German law. These provisions apply from 1 July 2005.

4. AUSTRIAN TAXATION

This section on Austrian taxation contains a brief summary with regard to certain important principles which are of significance in Austria in connection with the Certificates. This summary does not purport to exhaustively describe all possible tax aspects and does not deal with specific situations which may be of relevance for individual potential investors. It is based on the currently valid Austrian tax legislation, case law and regulations of the tax authorities, as well as their respective interpretation, all of which may be amended from time to time. Such amendments may

also be effected with retroactive effect and may negatively impact on the tax consequences described above. It is recommended that potential purchasers of the Certificates consult with their legal and tax advisors as to the tax consequences of the purchase, holding or sale of the Certificates. Tax risks resulting from the Certificates (in particular from a possible qualification as a foreign investment fund pursuant to sec. 42(1) of the Austrian Investment Funds Act) shall be borne by the purchaser.

4.1 Income Tax

In the opinion of the Issuer, the Certificates are in general to be qualified as bonds in the sense of sec. 93(3) of the Austrian Income Tax Act.

Individuals subject to unlimited income tax liability in Austria holding bonds as a non-business asset are subject to income tax on all resulting interest payments (which term also encompasses the balance between the redemption price and the issue price) pursuant to sec. 27(1)(4) and sec. 27(2)(2) of the Austrian Income Tax Act. If interest is paid out by an Austrian paying agent, then such payments are subject to a withholding tax of 25 per cent.; no additional income tax is levied over and above the amount of tax withheld (final taxation pursuant to sec. 97(1) of the Austrian Income Tax Act) if the bonds are in addition legally and factually offered to an indefinite number of persons. If interest is not paid out by an Austrian paying agent, then such payments must be included in the income tax return; in this case they are subject to a flat income tax rate of 25 per cent., provided that the bonds are in addition legally and factually offered to an indefinite number of persons. If the bonds are not legally and factually offered to an indefinite number of persons, then the interest payments must be included in the income tax return; in this case they are subject to income tax at marginal rates, any withholding tax being creditable against the income tax liability.

Individuals subject to unlimited income tax liability in Austria holding bonds as a business asset are subject to income tax on all resulting interest payments (which term also encompasses the balance between the redemption price and the issue price). If interest is paid out by an Austrian paying agent, then such payments are subject to a withholding tax of 25 per cent.; no additional income tax is levied over and above the amount of tax withheld (final taxation pursuant to sec. 97(1) of the Austrian Income Tax Act) if the bonds are in addition legally and factually offered to an indefinite number of persons. If interest is not paid out by an Austrian paying agent, then such payments must be included in the income tax return; in this case they are subject to a flat income tax rate of 25 per cent., provided that the bonds are in addition legally and factually offered to an indefinite number of persons. If the bonds are not legally and factually offered to an indefinite number of persons, then the interest payments must be included in the income tax return; in this case they are subject to income tax at marginal rates, any withholding tax being creditable against the income tax liability.

Corporations subject to unlimited corporate income tax liability in Austria are subject to corporate income tax on all interest payments (which term also encompasses the balance between the redemption price and the issue price) resulting from bonds at a rate of 25 per cent.. Under the conditions set forth in sec. 94(5) of the Austrian Income Tax Act no withholding tax is levied.

Private foundations pursuant to the Austrian Private Foundations Act fulfilling the prerequisites contained in sec. 13(1) of the Austrian Corporate Income Tax Act and holding bonds as a non-business asset are subject to corporate income tax (interim taxation) on all resulting interest payments (which term also encompasses the balance between the redemption price and the issue price) pursuant to sec. 13(3)(1) of the Austrian Corporate Income Tax Act at a rate of 12.5 per cent., provided that the bonds are in addition legally and factually offered to an indefinite number of persons. If the bonds are not legally and factually offered to an indefinite number of persons, then the interest payments are subject to corporate income tax at a rate of 25 per cent.. Under the conditions set forth in sec. 94(11) of the Austrian Income Tax Act no withholding tax is levied.

Pursuant to sec. 42(1) of the Austrian Investment Funds Act, a foreign investment fund is defined as any assets subject to a foreign jurisdiction which, irrespective of the legal form they are organized in,

are invested according to the principle of risk-spreading on the basis either of a statute, of the entity's articles or of customary exercise. This term, however, does not encompass collective real estate investment vehicles pursuant to sec. 14 of the Austrian Capital Markets Act. It should be noted that the Austrian tax authorities have commented upon the distinction between index certificates of foreign issuers on the one hand and foreign investment funds on the other hand in the Investment Fund Regulations. Pursuant to these, no foreign investment fund may be assumed if for the purposes of the issuance no predominant actual purchase of the underlying assets by the issuer or a trustee of the issuer, if any, is made and no actively managed assets exist. Directly held bonds shall, however, not be considered as foreign investment funds if the performance of the bonds depends on an index, notwithstanding the fact whether the index is a well-known one, an individually constructed "fixed" index or an index which is changeable at any time.

4.2 EU Withholding Tax

Sec. 1 of the Austrian EU Withholding Tax Act – which transforms into national law the provisions of the EU Savings Directive – provides that interest payments paid or credited by an Austrian paying agent to a beneficial owner who is an individual resident in another Member State is subject to a withholding tax if no exception from such withholding applies. Currently, the withholding tax amounts to 20 per cent.; as of 1 July 2011 it will be increased to 35 per cent.. Regarding the issue of whether index certificates are subject to the withholding tax, the Austrian tax authorities distinguish between index certificates with and without a capital guarantee, a capital guarantee being the promise of repayment of a minimum amount of the capital invested or the promise of the payment of interest. Furthermore, reference is made to the underlying assets.

4.3 Inheritance and Gift Tax

According to the Austrian Gift Notification Act 2008 the Austrian inheritance tax as well as the Austrian gift tax have expired as of 1 August 2008. This means that *inter alia* transfers of assets both *inter vivos* (e.g. as a gift) and *mortis causa* (e.g. as an inheritance) after 31 July 2008 are neither subject to inheritance tax nor to gift tax (in the case of transfers to certain foundations a special tax will, however, fall due). Instead of the inheritance and gift tax a notification obligation has been introduced for certain gifts *inter vivos*.

SUBSCRIPTION AND SALE

United States of America

The Certificates have not been and will not be registered under the Securities Act and may not be offered or sold within the United States of America (the **United States** or the **U.S.**) or to, or for the account or benefit of, U.S. persons except in certain transactions exempt from the registration requirements of the Securities Act.

The Certificates are subject to U.S. tax law requirements and may not be offered, sold or delivered within the United States or its possessions or to a United States person, except in certain transactions permitted by U.S. tax regulations. Terms used in this paragraph have the meanings given to them by the U.S. Internal Revenue Code of 1986 and regulations thereunder.

The Certificates may not be offered, sold or delivered (a) as part of their distribution at any time or (b) otherwise until 40 days after the later of the commencement of the offering and the Issue Date within the United States or to, or for the account or benefit of, U.S. persons and any offer or sale of the Certificates during the distribution compliance period will be subject to the restrictions on offers and sales of the Certificates within the United States or to, or for the account or benefit of, U.S. persons. Terms used in this paragraph have the meanings given to them by Regulation S under the Securities Act.

In addition, until 40 days after the commencement of the offering, an offer or sale of Certificates within the United States by any dealer that is not participating in the offering may violate the registration requirements of the Securities Act.

Offer to the Public Selling Restriction under the Prospectus Directive

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**), and with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the **Relevant Implementation Date**) an offer of Certificates which are the subject of the offering contemplated by this Prospectus cannot be made to the public in that Relevant Member State except that, with effect from and including the Relevant Implementation Date, an offer of such Certificates to the public may be made in that Relevant Member State at any time:

- (a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- (b) at any time to fewer than 100 or, if the relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the Issuer; or
- (c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Certificates referred to in (a) to (c) above shall require the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision:

- the expression an **offer of Certificates to the public** in relation to any Certificates in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the Certificates to be offered so as to enable an investor to decide to

purchase or subscribe the Certificates, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State;

- the expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State; and
- the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

Austria

No prospectus has been or will be approved and/or published pursuant to the Austrian Capital Markets Act (*Kapitalmarktgesetz*) as amended. Neither this document nor any other document connected therewith constitutes a prospectus according to the Austrian Capital Markets Act and neither this document nor any other document connected therewith may be distributed, passed on or disclosed to any other person in Austria, save as specifically agreed with the Issuer. No steps may be taken that would constitute an offering to the public of the Certificates in Austria and the offering of the Certificates may not be advertised in Austria. The Issuer represents and agrees that it will offer the Certificates in Austria only in compliance with the provisions of the Capital Markets Act and all other laws and regulations in Austria applicable to the offer and sale of the Certificates in Austria.

An offer of Certificates may only be made to the public in the period beginning on (i) in the case of an offer to the public in Luxembourg, on the date of publication of this Prospectus approved by the CSSF and (ii) in the case of an offer to the public in Germany and Austria, on the date of notification of such approval to the BaFin and *Finanzmarktaufsicht* (FMA), and ending at the latest on the date which is 12 months after the date of approval of the Prospectus, all in accordance with any applicable laws.

General

Save as described in this section "*Subscription and Sale*", no action has been taken by the Issuer that would, or is intended to, permit an offer to the public of the Certificates in any country or jurisdiction where any such action for that purpose is required. Accordingly, the Issuer undertakes that it will not, directly or indirectly, offer or sell any Certificates or distribute or publish any offering circular, prospectus, form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Certificates by it will be made on the same terms.

OFFER TO THE PUBLIC

Upon submission of this Prospectus to the CSSF for approval as regards the offer to the public, the Issuer intends to request that the CSSF provides to the competent authority in each of Germany and Austria (the **Offer to the Public Jurisdictions**) a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive. Upon provision of such certificate, an offer of the Certificates may be made other than pursuant to Article 3(2) of the Prospectus Directive in the Offer to the Public Jurisdictions during the period set out in paragraph 3(a) below. The Certificates may only be offered or sold in any jurisdictions (including, without limitation, the Offer to the Public Jurisdictions), in accordance with the requirements of the relevant securities laws and regulations applicable in such jurisdictions.

(a) Offer Period

The Offer Period will start on 27 March 2014 and finish on 26 March 2015 provided that the Offer Period will not commence in:

- (i) Germany, until the day following the banking day in German on which the BaFin, as registration office, has been notified of the intended offer to the public; and
- (ii) Austria, until the day following the banking day in Austria on which the *Oesterreichische Kontrollbank AG*, as registration office (*Meldestelle*), has been notified of the intended offer to the public.

The Issuer reserves the right for any reason to close the Offer Period early. Notice of the early closure of the Offer Period will be made to investors by means of a notice published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (www.aiv-sa.eu). The Issuer will also regularly inform the Certificate Holders during the Offer Period about the amount of Certificates sold during such Offer Period to investors by publishing the relevant information on the website of the Issuer on www.aiv-sa.eu and on the website of the Luxembourg stock exchange (www.bourse.lu). The Issuer will notify the CSSF of the result of the offering of the Certificates during the Offer Period.

(b) Price during the Offer Period .

During the Offer Period, the Issuer will offer and sell the Certificates for their market value.

(c) Conditions of the offer:

The Issuer reserves the right to withdraw the offer and/or cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, each such potential investor shall not be entitled to subscribe or otherwise purchase any Certificates. Notice of such withdrawal or cancellation of the issuance of the Certificates will be made to investors by means of a notice published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (www.aiv-sa.eu).

(d) The time period, including any possible amendments, during which the offer of the Certificates will be open and description of the application process:

The offer of the Certificates will be open during the Offer Period. Applications for the Certificates can be made at Oaklet GmbH, Bettinastrasse 61, 60325 Frankfurt am Main. Amendments to the offer of the Certificates during the Offer Period will be notified to investors by means of a notice

published on the website of the Luxembourg Stock Exchange (www.bourse.lu) and on the website of the Issuer (www.aiv-sa.eu).

- (e) Details of the minimum and/or maximum amount of application:

The minimum allocation per investor will be equal to EUR1,000 in principal amount of the Certificates. The maximum allocation of Certificates will be subject only to availability at the time of the application.

There are no pre-identified allotment criteria. The Issuer will adopt allotment criteria that ensure equal treatment of prospective investors. All of the Certificates requested during the Offer Period will be assigned up to the maximum amount of the offer.

- (f) Details of the method for paying up and delivering the Certificates

The Certificates will be sold against payment of their market value to the Issuer or any agent designated by the Issuer. Each investor will be notified of the settlement arrangements in respect of the Certificates at the time of such investor's application.

- (g) Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable.

- (h) Manner and date in which results of the offer are to be made public

The volume offer is 9,806 Certificates with a denomination of EUR1,000 each. For the avoidance of doubt, as indicated under section *Use of Proceeds*, the Issuer still holds these Certificates with a view to selling these Certificates on the secondary market during the Offer Period. Certificates were issued for no consideration. This means that the Issuer has issued the Certificates to itself without that the Issuer has paid for the Certificates (in other words, no cash has been paid to Compartment 13 for such Certificates). The rights attached to the Certificates so held by the Issuer (such as, financial rights and voting rights) will be suspended. It is only when the Certificates will be sold during the Offer Period on the secondary market that cash (coming from the sale of the Certificates from the Issuer to the investors) will be allocated to Compartment 13. In such a case, the Certificates so sold will bear financial and voting rights. The cash so allocated to Compartment 13 will be used by the Issuer to subscribe to further Fund Shares to be allocated to Compartment 13.

The Issuer will regularly inform the Certificate Holders during the Offer Period about the amount of Certificates sold during such period to investors by publishing the relevant information on the website of the Issuer on www.aiv-sa.eu and on the website of the Luxembourg stock exchange (www.bourse.lu).

- (i) Categories of potential investors to which the Certificates are offered

Offers may be made in each of the Offer to the Public Jurisdictions to any person during the Offer Period. In other EEA countries offers during the Offer Period may only be made pursuant to an exemption from the obligation under the Prospectus Directive, as implemented in such countries, to publish a prospectus. In all jurisdictions (including the Offer to the Public Jurisdictions) outside of the Offer Period, offers will only be made pursuant to an exemption from the obligation under the Prospectus Directive, as implemented in such countries, to publish a prospectus.

GENERAL INFORMATION

1. AUTHORISATION

The issue of the Certificates and the creation of the Compartment 13 was duly authorised by a resolution of the board of directors of the Issuer dated 18 November 2010.

2. LISTING AND ADMISSION TO TRADING

The Certificates are currently (i) admitted to trading and listed on the Frankfurt stock exchange (*Freiverkehr*) and (ii) admitted to trading on the Luxembourg Stock Exchange's Euro MTF market and listed on the Official List of the Luxembourg Stock Exchange. The Frankfurt *Freiverkehr* and the Euro MTF market are not regulated markets within the meaning of Directive 2004/93/EC on markets in financial instruments. The Euro MTF market is subject to the supervision of the CSSF. The Issuer reserves the right to apply at any time after the issue date for the admission of the Certificates to trading on any further stock exchange.

3. CLEARING SYSTEMS

The Certificates have been accepted for clearance through Euroclear and Clearstream. The ISIN for this issue is XS0554544428 and the Common Code is 055454442.

The address of Euroclear is Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, B-1210 Brussels and the address of Clearstream is Clearstream Banking, *société anonyme*, 42 avenue JF Kennedy, L-1855 Luxembourg.

4. DOCUMENTS AVAILABLE

Copies of the following documents may be inspected during usual business hours at the registered office of the Issuer:

- (1) the Prospectus;
- (2) the Agency Agreement;
- (3) the Issuer's articles of incorporation;
- (4) the Fund Prospectus;
- (5) the Fund Articles;
- (6) the Issuer's financial statements as of 31 December 2009;
- (7) the Issuer's financial statements as of 31 December 2010;
- (8) the Issuer's financial statements as of 31 December 2011;
- (9) the Issuer's financial statements as of 31 December 2012;
- (10) the Fund's Semi-Annual Report 2013;
- (11) the Fund's Annual Report 2012;
- (12) the Fund's Semi-Annual Report 2012;

- (13) the Fund's Annual Report 2011;
- (14) the Fund's Semi-Annual Report 2011;
- (15) the Fund's Annual Report 2010;
- (16) the Fund's Semi-Annual Report 2010; and
- (17) the Fund's Annual Report 2009.

5. SIGNIFICANT OR MATERIAL CHANGE

There has been no significant change in the financial or trading position of the Issuer since 31 December 2012 and there has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2012 either.

6. LITIGATION AND ARBITRATION

The Issuer is not engaged in any governmental, legal, arbitration, administrative or other proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware) in the 12 months preceding the date of this document which are likely to have a material adverse effect upon the Issuer's financial position or profitability.

7. STATUTORY AUDITOR

The statutory auditor (*cabinet de revision agréé*) of the Issuer is PricewaterhouseCoopers having its registered office at 400, Route d'Esch, L-1471 Luxembourg and registered with the Luxembourg trade and companies register under number B65477. The statutory auditor is a member of the Luxembourg Institute of Auditors (*Institut des réviseurs d'entreprises*).

8. POST-ISSUANCE TRANSACTION INFORMATION

The Issuer does not intend to provide any post-issuance transaction information in relation to the issue of the Certificates, except if required by any applicable laws and regulations.

Issuer

AIV S.A.
9b, boulevard Prince Henri
L-1724
Luxembourg

Paying Agent

BNP Paribas Securities Services, Luxembourg branch
33, rue de Gasperich
L-5826 Hesperange

Calculation Agent

Oaklet GmbH
Bettinastrasse 61
60325 Frankfurt am Main
Germany

Investment Advisor

PEH Wertpapier AG
Adenauerallee 2
61440 Oberursel
Germany

Legal adviser to the Issuer as to Luxembourg law

Allen & Overy
Société en commandite simple
(inscrite au barreau de Luxembourg)
33, avenue J.F. Kennedy
1855 Luxembourg
Grand Duchy of Luxembourg