



Invesco EUR Overnight Return Swap UCITS ETF

Supplement to the Prospectus

This Supplement contains information in relation to Invesco EUR Overnight Return Swap UCITS ETF (the "Fund"), a sub-fund of Invesco Markets plc (the "**Company**") an umbrella type open ended investment company with variable capital, governed by the laws of Ireland and authorised by the Central Bank of Ireland (the "**Central Bank**") of New Wapping Street, North Wall Quay, Dublin 1, Ireland.

This Supplement forms part of, may not be distributed unless accompanied by (other than to prior recipients of the prospectus of the Company dated 4 June 2025, as may be amended, supplemented or modified from time to time, (the "**Prospectus**")), and must be read in conjunction with, the Prospectus.

THIS DOCUMENT IS IMPORTANT. YOU SHOULD NOT PURCHASE SHARES IN THE FUND DESCRIBED IN THIS SUPPLEMENT UNLESS YOU HAVE ENSURED THAT YOU FULLY UNDERSTAND THE NATURE OF SUCH AN INVESTMENT AND THE RISKS INVOLVED AND ARE SATISFIED THAT THE INVESTMENT, AND THE RISKS INVOLVED, ARE SUITED TO YOUR OWN PERSONAL CIRCUMSTANCES AND OBJECTIVES. IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS SUPPLEMENT YOU SHOULD TAKE ADVICE FROM AN APPROPRIATELY QUALIFIED ADVISOR.

Capitalised terms used in this Supplement will have the meanings given to them in the Definitions section below or in the Prospectus.

Invesco Markets plc

An umbrella fund with segregated liability between the
sub-funds

Dated 12 August 2025

IMPORTANT INFORMATION

Suitability of Investment

You should inform yourself as to (a) the possible tax consequences, (b) the legal and regulatory requirements, (c) any foreign exchange restrictions or exchange control requirements and (d) any other requisite governmental or other consents or formalities which you might encounter under the laws of the country of your citizenship, residence or domicile and which might be relevant to your purchase, holding or disposal of the Shares.

The Shares are not principal protected. The value of the Shares may go up or down and you may not get back the amount you have invested. See the section headed "Risk Factors" of the Prospectus and the section headed "Other Information – Risk Factors" of this Supplement for a discussion of certain risks that should be considered by you.

In addition to investing in transferable securities, it is the intention of the Company to invest on behalf of the Fund principally in financial derivative instruments ("FDIs") for investment and efficient portfolio management purposes (as detailed below under "Use of Derivative Contracts"), where applicable.

Certain risks attached to investments in FDIs are set out in the Prospectus under "Risk Factors". The Directors expect that the Net Asset Value will have medium volatility through investments in the FDIs.

The Shares purchased on the secondary market cannot usually be sold directly back to the Fund. Investors must buy and sell Shares on a secondary market with the assistance of an intermediary (e.g. a stockbroker) and may incur fees for doing so. In addition, investors may pay more than the current net asset value when buying Shares and may receive less than the current net asset value when selling them.

An investment in the Shares is only suitable for you if you (either alone or with the help of an appropriate financial or other advisor) are able to assess the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result from such an investment. The contents of this document are not intended to contain and should not be regarded as containing advice relating to legal, taxation, investment or any other matters.

Profile of a typical investor

A typical investor would be one who is a private or institutional investor and is seeking capital appreciation and income over the short term. Such an investor is also one that is able to assess the merits and risks of an investment in the Shares.

Responsibility

The Directors (whose names appear under the heading "**Directors of the Company**" of the Prospectus) accept responsibility for the information contained in the Prospectus and this Supplement. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Supplement when read together with the Prospectus (as complemented, modified or supplemented by this Supplement) is in accordance with the facts as at the date of this Supplement and does not omit anything likely to affect the importance of such information.

General

This Supplement sets out information in relation to the Shares and the Fund. You must also refer to the Prospectus which is separate to this document and describes the Company and provides general information about offers of shares in the Company. You should not take any action in respect of the Shares unless you have received a copy of the Prospectus. Should there be any inconsistency between the contents of the Prospectus and this Supplement, the contents of this

Supplement will, to the extent of any such inconsistency, prevail. This Supplement and the Prospectus should both be carefully read in their entirety before any investment decision with respect to Shares is made.

As at the date of the Supplement, the Fund has no loan capital (including term loans) outstanding or created but unissued, nor any outstanding mortgages, charges or other borrowings or indebtedness in the nature of borrowings, including bank overdrafts and liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, or guarantees or other contingent liabilities.

Distribution of this Supplement and Selling Restrictions

Distribution of this Supplement is not authorised unless accompanied by a copy of the Prospectus and the latest annual report and audited accounts of the Company and the Fund (other than to prior recipients of the Prospectus) and if published after such report, a copy of the then latest semi-annual report and unaudited accounts. The distribution of this Supplement and the offering or purchase of the Shares may be restricted in certain jurisdictions. If you receive a copy of this Supplement and/or the Prospectus you may not treat such document(s) as constituting an offer, invitation or solicitation to you to subscribe for any Shares unless, in the relevant jurisdiction, such an offer, invitation or solicitation could lawfully be made to you without compliance with any registration or other legal requirement other than those with which the Company has already complied. If you wish to apply for the opportunity to purchase any Shares, it is your duty to inform yourself of, and to observe, all applicable laws and regulations of any relevant jurisdiction. In particular, you should inform yourself as to the legal requirements of so applying, and any applicable exchange control regulations and taxes in the countries of your respective citizenship, residence or domicile.

Definitions

Words and expressions defined in the Prospectus will, unless otherwise defined in this Supplement, have the same meaning when used in this Supplement.

TERMS OF THE SHARES REPRESENTING INTERESTS IN THE FUND

Investment Objective

The investment objective of the Fund is to provide exposure to the performance of a Euro cash deposit, accruing interest daily at a Euro overnight interest rate.

Investment Policy

In order to achieve the investment objective, the Fund will seek to achieve the performance of the Solactive €STR Overnight Total Return Index (the "**Reference Index**"), less fees, expenses and transaction costs.

Further information on the components and selection criteria of the Reference Index is set out below under "**General Description of the Reference Index**".

To meet the investment objective, the Company will, on behalf of the Fund, invest all or substantially all of the net proceeds of any issue of Shares in:

- i. a diversified basket of global equity securities and equity related securities, (which may comprise common stock, ordinary shares, shares of beneficial interest, limited partnership interests, depositary receipts) (the "**Basket**") whereby the Fund, in exchange for the performance/return of the Basket with an Approved Counterparty, will receive the return of the Reference Index, through unfunded swaps ("**Swaps**"), being an agreement between the Fund and the Approved Counterparty to exchange one stream of cash flows against another stream pursuant to a master agreement in accordance with the requirements of the

International Swaps and Derivatives Association. The Fund will enter into unfunded Swaps receiving the performance of the Reference Index; or

- ii. a diversified portfolio of Euro denominated fixed and/or floating rate bonds, bills, and notes issued by Eurozone based investment grade rated government issuers, that have a remaining maturity of less than or equal to three months ("**EUR Government Securities**"). The Fund may invest up to 100% of its Net Asset Value in EUR Government Securities provided that the Fund holds a minimum of six different issues of EUR Government Securities and no one issue exceeds 30% of the Fund's Net Asset Value. The Fund will invest directly in these EUR Government Securities as opposed to entering into a Swap as detailed at (i) above. The primary criteria for selecting the individual EUR Government Securities are not their perceived attractiveness or potential growth or value but rather their suitability in terms of attaining the investment objective of the Fund..

The current intention of the Fund is to gain exposure to the Reference Index via an unfunded Swap as detailed at (i). However, the Fund may, having due regard to the best interests of Shareholders, decide from time to time to switch between the above described policies at (i) and (ii), and shall inform the Shareholders in advance of any such switch and the Supplement shall be updated accordingly.

The Swaps, the Basket, the EUR Government Securities and ancillary cash held by the Fund shall constitute the "**Fund Assets**" for the purposes of the Prospectus.

Each Approved Counterparty to the Swaps and the Company on behalf of the Fund have entered into a master agreement (including any supporting agreements) and will enter into confirmations for each Swap transaction. Such confirmations may be entered into before or after the relevant transaction and may be in electronic form.

The Fund will not be leveraged for investment or efficient portfolio management purposes and will therefore not be subject to any shortfall risk. Any financial obligation arising in respect of the use of the financial derivative instruments shall never exceed the available capital in the Fund.

Further information relevant to the Fund's investment policy is contained in the main part of the Prospectus under "**Investment Objectives and Policies**" and under "**Investment Restrictions**".

The investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities outlined in Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment.

The Fund is not classified as an Article 8 or Article 9 fund pursuant to SFDR. The investments underlying the Fund do not take into account the EU criteria for environmentally sustainable economic activities outlined in Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment. As the Fund is passively managed, the Investment Manager does not integrate sustainability risks into the investment process as it does not exercise investment discretion. As sustainability risks are not integrated into the investment process, the impact of such risks on the returns of the Fund are not assessed. For further information on the Fund's approach to sustainability risks in accordance with Article 6 of SFDR, please refer to the Prospectus.

Index Tracking Strategy

It is anticipated that the "Tracking Error" of the Fund (being the standard deviation of the difference in returns between the Fund and the Reference Index) will be between 0% to 0.50% under normal market conditions. However, exceptional circumstances may arise which cause the Fund's Tracking Error to exceed 0.50%.

Use of Derivative Contracts

Swaps

As per the investment policy, the Fund may enter into Swaps to receive the net total return performance of the Reference Index. For the avoidance of doubt, the Approved Counterparty may, where necessary, provide appropriate Collateral to the Company, on behalf of the relevant Fund, in accordance with the Investment Restrictions so that the Company's risk exposure to the Approved Counterparty is reduced to the extent required by the Central Bank.

The Swaps may be terminated by either party at any time at their fair value or on the occurrence of certain events with respect to either the Fund or the Approved Counterparty including, but not limited to, an event of default (such as a failure to pay, breach of agreement or bankruptcy) or a termination event (which is not due to the fault of either party, for example, illegality or a tax event).

If the Swaps are terminated, due to an event of default or termination event, a close-out amount will be determined with respect to the Swaps. An amount equal to the relevant close-out amount (calculated in accordance with the terms of the Swaps) or such other amount as agreed between the parties will be settled between the Approved Counterparty and the Fund. The Swaps will at all times be valued in accordance with the provisions of the Prospectus. The Fund may then enter into new Swaps unless the Directors resolve that it is inadvisable to enter into new Derivative Contracts, or invest directly in a diversified portfolio of EUR Government Securities, or if the Directors determine that there is no reasonable way to achieve the net total return performance of the Reference Index, the Fund may be terminated in accordance with the provisions of the Prospectus.

The Swaps are unfunded payments and are linked to the return on the Basket. The Swap provides the difference between the payments received for the Basket and the performance of the Reference Index, as the case may be.

The Fund may enter into separate Swap agreements for different Classes of Shares. Each Swap will provide the relevant Class of Shares with exposure to either the Reference Index. Accordingly, the performance of the corresponding equity basket is accounted for at the level of the relevant Class of Shares.

The Company on behalf of the Fund has filed with the Central Bank its risk management policy which enables it to accurately measure, monitor and manage the various risks associated with the use of Financial Derivative Instruments. The Company will, on request, provide supplementary information to Shareholders relating to the risk management methods employed, including the quantitative limits that are applied and any recent developments in the risk and yield characteristics of the main categories of investments.

The Company will use the commitment approach for the purposes of calculating global exposure for the Fund. The total exposure of a Class of Shares to the Reference Index will be limited to 100% of Net Asset Value.

The Fund does not have any additional incremental exposure or leveraged exposure to the Reference Index therefore the global exposure of the Fund is, under normal market conditions, 0% (i.e. the total exposure of the Fund to the Reference Index will under normal market conditions be limited to 100% of Net Asset Value).

Investment Restrictions

Investors in particular must note that the general investment restrictions set out under "**Investment Restrictions and Permitted Investments**" in the Prospectus apply to the Fund.

The Fund shall not invest more than 10% of its net assets in other UCITS or other open or closed ended CIS.

Efficient Portfolio Management

Further information on efficient portfolio management techniques that may be used by the Fund is contained in the main body of the Prospectus under the heading "**Use of Financial Derivative Instruments and Efficient Portfolio Management**".

Collateral Policy

Further information on the collateral policy is contained in Appendix III to the Prospectus under the heading "**Collateral Policy**".

The Fund may post or receive collateral in accordance with the Company's collateral policy.

Consequences of Disruption Events

Upon the occurrence of a Disruption Event (and without limitation to the Directors personal powers as further described in the Prospectus) an Approved Counterparty may make adjustments to determine the value of the relevant Swaps and the Net Asset Value may be affected by such adjustment; and/or the Directors may (i) temporarily suspend the calculation of the Net Asset Value and any subscription, repurchase and exchange of Shares in accordance with the provisions of the Prospectus under the section "**Suspension of Calculation of Net Asset Value**"; and/or (ii) the Directors may, in certain circumstances as set out in the Prospectus, terminate the Fund.

Limited Recourse

A Shareholder will solely be entitled to look to the assets of the Fund in respect of all payments in respect of its Shares. If the realised net assets of the Fund are insufficient to pay any amounts payable in respect of the Shares, the Shareholder will have no further right of payment in respect of such Shares nor any claim against or recourse to any of the assets of any other Fund or any other asset of the Company.

Leverage

The Fund does not use leverage in its investments methods or contain any leveraged instrument. As stated under "**General Description of the Reference Index**", the Reference Index, being the Solactive €STR Overnight Total Return Index, is an unleveraged index.

Borrowings

In accordance with the general provisions set out in the Prospectus under the heading "**Borrowing and Lending Powers**", the Company on behalf of the Fund may borrow up to 10% of the Net Asset Value of the Fund on a temporary basis. Such borrowings may only be used for short term liquidity purposes to cover the redemption of Shares.

Dividend Policy

There are no dividend entitlements for the Class Acc Shares.

With respect to Class Dist Shares only and at the discretion of the Board of Directors, the Fund aims to pay quarterly dividends usually on or around 20 March, 20 June, 20 September and 20 December calculated by reference to the embedded reinvested dividends within the Reference Index during the relevant dividend period less taxes or other withholding. The Reference Index seeks to track the price performance of the companies contained within the Reference Index and distributions made by those companies. There is no guarantee that any dividend will be paid.

The Company will declare dividends in accordance with the terms of the Prospectus. Only investors who purchase Shares prior to the date on which the relevant dividend is declared by the Board of Directors and remain in the Fund until the date on which the Board of Directors pay the relevant dividend, will receive the declared dividend, otherwise they are not entitled to such dividend. Details relating to the declaration and payment of dividends shall be set out on the

Website. One of the economic consequences of the payment of a dividend (if any) is that the Net Asset Value of the Class Dist Shares will be reduced accordingly.

Trading

Application will be made to Euronext Dublin, or Deutsche Boerse and/or such other exchanges as the Directors may determine from time to time (the "**Relevant Stock Exchanges**") for listing and/or admission to trading of the Shares issued and available to be issued on the main market of each of the Relevant Stock Exchanges on or about the Launch Date. This Supplement and the Prospectus together comprise listing particulars for the purposes of trading on the main market of each of the Relevant Stock Exchanges.

Exchange Traded Fund

The Fund is an Exchange Traded Fund ("**ETF**"). The Shares of this Fund are fully transferable among investors and will be listed and/or traded on the Relevant Stock Exchanges. It is envisaged that Shares will be bought and sold by private and institutional investors in the secondary market in the same way as the ordinary shares of a listed trading company.

General Information Relating to the Fund

Type	Open-ended.
Base Currency	EUR
Business Day	A day (other than a Saturday or Sunday) on which the Trans European Automated Real-time Gross Settlement Express Transfer (TARGET2) System is open or such other day or days that the Directors may determine and notify to Shareholders in advance.
Dealing Day	<p>Any Business Day. However, some Business Days will not be Dealing Days where, for example, markets on which the Fund's Assets are listed or traded are closed provided there is at least one Dealing Day per fortnight, subject always to the Directors' discretion to temporarily suspend the determination of the Net Asset Value and the sale, conversion and/or redemption of Shares in the Company or any Fund in accordance with the provisions of the Prospectus and the Constitution.</p> <p>The Investment Manager produces dealing calendars which detail in advance the Dealing Days for each Fund. The dealing calendar may be amended from time to time by the Investment Manager where, for example, the relevant market operator, regulator or exchange (as applicable) declares a relevant market closed for trading and/or settlement (such closure may be made with little or no notice to the Investment Manager).</p> <p>The dealing calendar for the Fund is available from the Manager.</p>
Dealing Deadline	14:00 (Dublin time) on the relevant Dealing Day or such other time as the Investment Manager may, in consultation with the Directors, determine and is notified to Shareholders by the Company provided always that the Dealing Deadline will be before the Valuation Point. No subscription, exchange or redemption applications may be accepted after the Valuation Point.
Subscriptions, Exchanges and Repurchases	All subscriptions, exchanges and repurchases can only take place through an Authorised Participant or other representative appointed by the Company in the relevant jurisdiction.
Launch Date	13 th February 2026 or such other date as the Directors determine to reflect the close of the Initial Offer Period.

Minimum Fund Size	EUR 30,000,000
Initial Offer Period	The Initial Offer Period in respect of all Share Classes will start at 9.00 a.m. (Dublin time) on 13 th August 2025 and close at 5.00 p.m. (Dublin time) on 12 th February 2026 or such earlier or later date as the Directors may determine.
Valuation Point	10.30pm (Irish time) on the relevant Dealing Day by reference to which the Net Asset Value per Share of the Fund is determined. At all times the Valuation Point will be after the Dealing Deadline. The value of any investments which are listed or dealt on a Market shall be the closing price on the relevant Market at the Valuation Point.
Settlement Date	By the second Business Day after the relevant Dealing Day (or such other day as the Directors (or their delegate) may determine and notify in advance to the applicant).
Website	etf.invesco.com Information on portfolio composition and details on the indicative net asset value are set out on the Website.

Description of the Shares

Share Class	"Dist"
Share Class Currency	EUR
Initial Issue Price	<p>Means in EUR, the official closing level of the Reference Index on the Business Day preceding the Launch Date divided by 254.</p> <p>For example, if on 08th August 2025 the official closing level of the Reference Index was 1271.066 and assuming the Fund launched on the following Business Day (i.e. the Launch Date), the Initial Issue Price of the Class Dist Shares in the Fund would be 5.0042.</p> <p>Investors should note that the Initial Issue Price of the Shares on the Launch Date will be available on etf.invesco.com</p>
Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount	EUR 1,000,000 unless the Directors determine otherwise.
Minimum Holding	N/A

Share Class	"Acc"
Share Class Currency	EUR
Initial Issue Price	<p>Means in EUR, the official closing level of the Reference Index on the Business Day preceding the Launch Date divided by 254.</p> <p>For example, if on 08th August 2025 the official closing level of the Reference Index was 1271.066 and assuming the Fund launched on the following Business Day (i.e. the Launch Date), the Initial Issue</p>

	<p>Price of the Class Dist Shares in the Fund would be 5.0042.</p> <p>Investors should note that the Initial Issue Price of the Shares on the Launch Date will be available on etf.invesco.com</p>
Minimum Initial Subscription, Minimum Subscription and Minimum Redemption Amount	EUR 1,000,000 unless the Directors determine otherwise.
Minimum Holding	N/A

Additional Share Classes may be added to the Fund, subject to the prior approval of the Central Bank and will be set out in a revised supplement.

Intra-Day Portfolio Value ("iNAV")

Further information on intra-day portfolio value is contained in the main body of the Prospectus under the heading **"Intra-Day Portfolio Value"**.

Fees and Expenses

The following fees will be incurred on each Share by Shareholders (which accordingly will not be incurred by the Company on behalf the Fund and will not affect the Net Asset Value of the Fund):

Share Class	"Acc"	"Dist"
Subscription Charge	Up to 5%	Up to 5%
Redemption Charge	Up to 3%	Up to 3%

The Subscription Charge is deducted from the investment amount received from an investor for subscription for Shares. Such Subscription Charge is payable to the Manager.

The following fees and expenses will be incurred by the Company on behalf of the Fund and will affect the Net Asset Value of the relevant Share Class of the Fund.

Share Class	Management Fee
"Acc"	Up to 0.10% per annum or such lower amount as may be advised to Shareholders from time to time.
"Dist"	Up to 0.10% per annum or such lower amount as may be advised to Shareholders from time to time.

The Management Fee, a percentage of the Net Asset Value of the relevant Class of Shares (plus VAT, if any), is payable by the Company out of the Fund Assets to the Manager. The Management Fee will accrue on each day and will be calculated on each Dealing Day and paid monthly in arrears. The Manager will pay out of its fees (and not out of the assets of the Fund) the fees and expenses (where appropriate) of the Investment Manager, the Administrator, the Depositary, the Directors and the ordinary fees, expenses and costs incurred by the Fund that include Setting Up Costs and Other Administrative Expenses as described in the Prospectus. To assist with meeting some of the Fund's costs (including fees of the Investment Manager, the Administrator, the Depositary and the Reference Index licence costs) the Manager may request a fees contribution from the Approved Counterparties (further details are available on request).

This section headed **"Fees and Expenses"** should be read in conjunction with the section headed **"Fees and Expenses"** in the Prospectus.

GENERAL DESCRIPTION OF THE REFERENCE INDEX

The Reference Index represents the performance of a daily rolling euro denominated cash position which accrues interest at the Euro short-term rate ("**€STR**").

The Reference Index is further described below but only represents an extract of information available from public sources and neither the Directors, the Manager, Solactive AG or such other successor sponsor to the Reference Index (the "**Index Provider**") nor the Investment Manager take any responsibility for the accuracy or completeness of such information.

The €STR reflects the wholesale euro unsecured overnight borrowing costs of banks located in the euro area. The European Central Bank calculates and publishes the €STR on its website on days that the TARGET2 System is open, based on the Target 2 calendar. The rate is based on transactions conducted and settled on the previous business day (before the rate publication day), with maturity on the rate publication day, which are deemed to be executed at arm's length and thereby reflect market rates in an unbiased way. Further details on €STR can be found on: www.ecb.europa.eu.

The Reference Index is constructed by rolling a cash deposit position on a daily basis with interest accruing (compounding) based on the corresponding €STR. The interest accrual is calculated based on the 360-day count per year convention. The Reference Index is therefore comprised of a theoretical EUR amount and the €STR interest rate.

Capitalised terms used above and not defined herein are defined by the Index Provider. Further information on these terms, the Reference Index methodology can be found on the Index Provider's website.

Index Rebalancing

The Reference Index does not rebalance.

Index Provider and Website

The Reference Index is sponsored by Solactive AG. More details on the Reference Index can be found at: <https://www.solactive.com/indices/?se=1&index=DE000SL0MLD0#detail>

Publication

The level of the Reference Index will be published on:
<https://www.solactive.com/indices/?se=1&index=DE000SL0MLD0#detail>

OTHER INFORMATION

Risk Factors

Certain risks relating to the Shares are set out under the heading "**Risk Factors**" in the Prospectus. In addition, Shareholders must also note that:

- a) The Fund synthetically replicates the performance of the Reference Index through Swaps. Investment in the Fund does not constitute a direct or indirect purchase or other acquisition or assignment of a cash deposit comprising the Reference Index. As such, the risks and returns of an investment in the Fund may differ from a cash deposit comprising the Reference Index. There can be no assurance that the Reference Index will be successful at producing positive returns consistently or at all. In those circumstances, the Fund's net economic exposure will be to the Reference Index (comprised of a cash deposit) and not to the physical holdings of the Fund (the Basket comprising global equity and equity related securities).

- b) The return payable under the Swaps with an Approved Counterparty is subject to the credit risk of the Approved Counterparty. Shareholders should note that they will be exposed to the credit risk of the Approved Counterparty. The intention of the Fund is to gain exposure to the Reference Index via an unfunded Swap, however, circumstances may arise where, having due regard to the best interests of Shareholders, the Fund switches between strategies (i) and (ii) described above in the Investment Policy. This may lead to the Fund having economic exposure, for a short period of time, to the Basket (comprising global equity and equity related securities). The value of equities and equity-related securities can be affected by a number of factors including the activities and results of the issuer, general and regional economies, market conditions and broader economic and political developments. This may result in fluctuations in the value of the Fund and the loss of capital.
- c) The Approved Counterparty will act as the calculation agent under the Swaps (the "**Calculation Agent**"). Shareholder should also note that there may be potential conflicts of interest in the performance of the function of Calculation Agent by the Approved Counterparty. The Approved Counterparty has undertaken to use its reasonable endeavours to resolve any such conflicts of interest fairly (having regard to its respective obligations and duties) and to ensure that the interests of the Company and the Shareholders are not unfairly prejudiced. The Directors believe that the Approved Counterparty is suitable and competent to perform such functions. In addition the valuations provided by the Approved Counterparty in its role as Calculation Agent will be verified at least weekly by a party independent of the Approved Counterparty who shall either be the Administrator or sourced by the Administrator as appropriate and who has been approved for such purpose by the Depositary.
- d) Although the Fund may enter into derivative transactions with one or more Approved Counterparties, there is no requirement for the Fund to execute transactions with more than one Approved Counterparty and consequently counterparty risk may be concentrated in a single counterparty or a small number of counterparties. Further, there is no agreement between any Approved Counterparty and the Fund for any such Approved Counterparty to substitute themselves for another counterparty which defaults under a derivative agreement or to make good any losses which the Fund may incur as a result of a counterparty default.
- e) Liquidity risk exists when a particular instrument is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid as is the case with many privately negotiated derivatives, it may not be possible to initiate a transaction or liquidate a position at an advantageous price or at all, and this may impact the Manager's ability to process subscription and redemption requests.

Investors should also refer to the Prospectus for additional disclosure of risks and conflicts of interest.

Disclaimers

THE DIRECTORS OF THE COMPANY, THE MANAGER, THE INVESTMENT MANAGER AND THE INDEX PROVIDER TOGETHER THE "RESPONSIBLE PARTIES" DO NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF ANY DESCRIPTION RELATING TO THE REFERENCE INDEX OR ANY DATA INCLUDED THEREIN AND THE RESPONSIBLE PARTIES SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. THE RESPONSIBLE PARTIES MAKE NO WARRANTY, EXPRESS OR IMPLIED, AS TO THE FUND, TO ANY SHAREHOLDER IN THE FUND, OR TO ANY OTHER PERSON OR ENTITY IN RESPECT OF THE REFERENCE INDEX DESCRIBED HEREIN.

THE INDEX PROVIDER MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE REFERENCE INDEX OR

STRATEGY OR ANY DATA INCLUDED HEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL THE INDEX PROVIDER HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES OR FOR ANY LOST PROFITS, EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.