

**MAIN RISK FACTORS ASSOCIATED WITH THE PURCHASE OF FUND UNITS:**

Specific risk  
Market volatility risk  
Market liquidity risk  
Interest rate risk  
Exchange rate volatility

The Prospectus is published on the Management Company's website [www.sb.lt](http://www.sb.lt) on 12 July 2024.

**Additional information for investors in the Federal Republic of Germany is set out in page 22 of Annex 1 to the Prospectus.**

**I. GENERAL INFORMATION ABOUT THE INVESTMENT FUND**
**BASIC INFORMATION AND WARNINGS**

This Prospectus has been prepared in accordance with the Law on Collective Investment Undertakings of the Republic of Lithuania and the Rules on the Content and Presentation of Prospectuses of Collective Investment Undertakings and Key Investor Information Documents approved by Resolution of the Bank of Lithuania No. 03-150 of 12 July 2012.

The accuracy of the contents of the Prospectus is the responsibility of SB Asset Management UAB, the manager of this fund. The contents of the Prospectus may be amended or supplemented, if necessary, and will be notified in accordance with the procedures and under the conditions provided for by law.

This Prospectus does not constitute a solicitation to buy or sell units of the Fund. The Prospectus is the Fund's document describing and defining the purpose of the Fund, the objects and rules of investment, the limits and risks of the weightings of investment positions in the portfolio, and the responsibilities and rights of the Fund's manager and the participants.

The Fund's main investment focus is on equity securities (shares) of companies doing business in the Baltic States (Lithuania, Latvia and Estonia). The Fund will limit its activities to the geographical area of the Baltic States and Northern Europe, investing only in the Republic of Lithuania and the countries referred to in point 27 of this Prospectus. The Fund does not have any industry or investment style specialisation.

In each case, investors should consult their own lawyer, adviser or tax adviser as to the legal, tax and other implications of acquiring units in the Fund.

Only this Prospectus, the Fund Rules and the Key Investor Information Document will be used for the distribution of Fund units. Unless otherwise stated, the information contained in the Prospectus is to be read as if it were factual at the date of publication of the Prospectus. Neither the delivery of this Prospectus, nor the signing of the Unit Purchase and Sale Agreement, nor the sale of units in the Fund may under any circumstances be relied upon as a basis for presuming that there has been no change in the Fund's business (financial or otherwise) since the date of publication of the Prospectus. Only the distributors specified in this Prospectus may provide information about the units of the Fund offered. If any information or statements are provided by distributors other than the specified distributors, they will not be deemed to have been approved by the Management Company.

Any disputes, disagreements or claims arising out of the offer of units of the Fund or out of the information contained in this Prospectus will be settled by the competent court of the Republic of Lithuania, in accordance with the law of the Republic of Lithuania.

**TERMS AND DEFINITIONS**

All terms used in this Prospectus will have the meaning given to them in the Fund Rules or in the legislation governing collective investment.

**1. BASIC INFORMATION ABOUT THE FUND**

1.1.	Name	Open-Ended Harmonised Investment Fund INVL Baltic Fund (hereinafter, the 'Fund')
1.2.	Legal form, type of activity	An open-ended harmonised investment fund without legal personality. The Fund complies with the requirements of Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), as subsequently amended.
1.3.	Head office address Telephone No., fax No. E-mail address Website address	Gynėjų g. 14, LT-01109 Vilnius +370 37 301 337, +370 41 430 774 info@sb.lt www.sb.lt
1.4.	Date of commencement of activities	8 December 2005 The first date of calculation of the Fund's net asset value is 15 December 2005.
1.5.	Duration of activities	Indefinite
1.6.	Authorisation for Management Activities No.	Licence No. 22 issued by the Bank of Lithuania on 29 August 2023
1.7.	Name of the management company Head office address Tel. Fax E-mail address Website address	SB Asset Management UAB (hereinafter, the 'Management Company')  Gynėjų g. 14, LT-01109 Vilnius 1813 (+370 37 301 337, for calls from abroad) +370 41 430 774 info@sb.lt www.sb.lt
1.8	Information on the depository:	
1.8.1.	Name, head office address, telephone number, fax, e-mail address, website address of the depository	SEB Bankas AB (hereinafter, the 'Depository') Konstitucijos pr. 24, LT-08105 Vilnius +370 5 268 2800; +370 5 268 2333 info@seb.lt, www.seb.lt

1.8.2.	Description of the functions performed by the Depositary and potential conflicts of interest	<p>The Depositary acts for the benefit of the Participants and performs the following functions: 1) provides custody of the Fund's assets and keeps an account of them; 2) ensures that the sale, issue, redemption and cancellation of the Fund's units are carried out in accordance with the requirements of the legislation governing the activities of collective investment undertakings and the Fund Rules; 3) ensures that the value of the Fund's units is calculated in accordance with the requirements of the legislation governing the activities of collective investment undertakings and the Fund Rules; 4) complies with the instructions of the Management Company, provided that they do not conflict with the requirements of the legislation governing the activities of collective investment undertakings and the Fund Rules; 5) ensures that remuneration and income from transactions in the Fund's assets are credited to the Fund's account within a specified time limit; 6) ensures that the Fund's income is used in accordance with the requirements of the legislation governing the activities of collective investment undertakings and the Fund Rules; 7) ensures that the Fund's cash flows are adequately monitored to ensure that all payments made by or on behalf of investors following the purchase of units in the Fund are received; 8) ensures that all funds in the Fund are credited to accounts opened in the name of the Fund, or in the name of the Management Company acting on behalf of the Fund, or in the name of the Depositary acting on behalf of the Fund, in an entity established and supervised in accordance with the legal acts adopted by the Bank of Lithuania implementing Commission Directive 2006/73/EC of 10 August 2006 implementing Directive 2004/39/EC of the European Parliament and of the Council as regards organisational requirements and operating conditions for investment firms and defined terms for the purposes of that Directive.</p> <p>Pursuant to the Law on Collective Investment Undertakings, the Depositary may not engage in any activity related to the Fund or the Management Company that may give rise to a conflict of interest between the Fund, its Participants, the Management Company and the Depositary, unless the Depositary has separated the performance of the Depositary's functions from the performance of any of its other functions that may give rise to a conflict of interest, and unless the potential conflicts of interest have been identified, managed, monitored and disclosed to the Fund's participants in accordance with the procedures laid down by the legislation governing the activities of collective investment undertakings. The Depositary undertakes not to engage in activities that may give rise to conflicts of interest between the Fund, the holders of units in the Fund and the Depositary, and to comply with the requirements of the Applicable Laws, including the Depositary's internal regulations on conflicts of interest policy. For more information on the Depositary's management, assessment of conflicts of interest and the application of preventive measures to avoid conflicts of interest, please refer to the SEB Group's Conflicts of Interest Policy:  <a href="https://www.seb.lt/sites/default/files/web/pdf/Interesu_konfliktu_vengimo_politika.pdf">https://www.seb.lt/sites/default/files/web/pdf/Interesu_konfliktu_vengimo_politika.pdf</a></p>
1.8.3.	Description of the functions of the Depositary that have been delegated to other entities; a list of all entities to which depositary functions have been delegated, including any subsequent delegations; description of the conflicts of interest that may arise as a result of the delegation and sub-delegation of depositary functions	<p>In accordance with the Depositary Services Agreement signed with the Management Company and the requirements of applicable law, the Depositary may delegate the custody of financial instruments to third parties (intermediaries). For more information on the intermediaries to which the Depositary may delegate the custody of financial instruments, please refer to the Depositary's list of intermediaries:  <a href="https://www.seb.lt/sites/default/files/web/pdf/seb_banko_vp_saugotoju_sarasas.pdf">https://www.seb.lt/sites/default/files/web/pdf/seb_banko_vp_saugotoju_sarasas.pdf</a></p> <p>In the event of loss of financial instruments held in custody by the Depositary or by a third party to which the Depositary delegated its functions, the Depositary must immediately return to the Fund financial instruments of the same type, or an equivalent amount determined by reference to the market price of the financial instrument at the time of the loss. The Depositary will not be liable if it can prove that the loss was caused by an external event beyond its reasonable control and the consequences of which could not have been avoided with all reasonable efforts (force majeure).</p> <p>If the Depositary has been negligent or deliberately inadequate in the performance of its duties under applicable law and/or the Depositary Services Agreement, the Depositary will be liable to indemnify the Fund and its investors against all other losses resulting from the inadequate performance of the Depositary's duties.</p>
1.8.4.	A statement that full and up-to-date information as set out in sub-paragraphs 1.8.2 to 1.8.3 of the Prospectus will be made available to investors on request	The Participant will be provided with complete and up-to-date information as set out in sub-paragraphs 1.8.2 to 1.8.3 of the Prospectus upon written request to the Management Company.
1.9	Currency of the Fund	Euro (EUR)
1.10	Minimum amount that can be invested in the Fund	-

1.11	ISIN code	LTIF00000096
1.12	Fund account	LT11 7044 0600 0796 8256 Bank: SEB Bankas AB, bank code: 70440, SWIFT: CBVILT2X

## 2. BASIC INFORMATION ABOUT THE SECURITIES OFFERED BY THE FUND

Redeemable units of the Fund have a value of EUR 28.9620 per unit on the Fund's launch date.

## 3. INVESTMENT STRATEGY

The objective of the Fund is to maximise the growth of assets for the benefit of the Fund's participants, while assuming a medium to higher level of risk.

Between 50% and 100% of the Fund's net assets may be invested in securities of companies listed on the Lithuanian, Latvian and Estonian stock exchanges. The remainder of the Fund's net assets may be invested in shares of companies developing part of their activities in the Baltic States which are quoted on other markets referred to in point 27 of this Prospectus, as well as in other investment instruments listed below.

The assets of the Fund may consist only of:

transferable securities and money market instruments included in the trading list of a market considered regulated and operating in the Republic of Lithuania or in another Member State according to the Law on Markets in Financial Instruments;

transferable securities and money market instruments admitted to trading in another Member State on a market that is established, recognised, supervised and open to the public in accordance with established rules;

transferable securities and money market instruments that are listed on Norwegian stock exchanges or traded on regulated markets in that country that operate in accordance with established rules and are recognised and open to the public;

newly issued transferable securities, provided that the terms of the issue contain an obligation to admit the securities to trading on a regulated market and that the listing will take place not later than one year from the date of issue, and that such exchange or market is located in a country referred to in the Fund Rules;

units and shares of other collective investment undertakings (funds), as specified in the Fund Rules;

deposits with a maximum maturity of 12 months, which can be withdrawn on request from credit institutions with registered offices in a Member State of the European Union or in another country with prudential supervision at least equal to that in the European Union;

money market instruments as defined in the Fund Rules;

transferable securities and money market instruments other than those referred to in points (1) to (4) of this paragraph, provided that, at the time of investment, they fulfilled the conditions set out in points (1) to (4) above, but subsequently ceased to do so for reasons beyond the Management Company's control.

## 4. RISK FACTORS RELATED TO THE ACQUISITION AND INVESTMENT OF SECURITIES

Risk factors: specific risk, market liquidity risk, market volatility risk, Fund performance risk, exchange rate volatility, inflation risk, interest rate risk, counterparty and settlement risk.

All these risk factors are described in more detail in point 30 of this Prospectus.

## 5. DATE AND PLACE OF PUBLICATION OF THE PROSPECTUS

As stated on the cover page of the Prospectus.

## 6. INFORMATION ON WHERE AND WHEN YOU CAN ACCESS THE PROSPECTUS, THE KEY INVESTOR INFORMATION DOCUMENT, THE INSTRUMENTS OF INCORPORATION, THE ANNUAL AND SEMI-ANNUAL REPORTS AND INFORMATION ABOUT THE FUND.

The Fund's prospectus, Fund Rules, key investor information document and annual and semi-annual reports are available free of charge to investors as well as to participants upon request at Šiaulių Bankas' outlets, by contacting the telephone number 1813 (+370 37 301 337 when calling from abroad) or by e-mail info@sb.lt, at www.sb.lt, and at all the Fund's distributors.

## 7. INFORMATION ON THE DISTRIBUTORS OF FUND UNITS

DISTRIBUTORS OF THE FUND IN LITHUANIA:

<b>Public Limited Liability Company Šiaulių Bankas</b>	registration No. head office address tel. website	112025254 Tilžės g. 149, LT-76348 Šiauliai +370 41 595 607 www.sb.lt
<b>INVL Financial Advisors UAB FMĮ</b>	registration No. head office address tel. website	304049332 Gynėjų g. 14, LT-01109 Vilnius +370 700 55 959 www.invlseimosbiuras.com

**DISTRIBUTORS OF THE FUND ABROAD:**

<b>INVL Asset Management IPAS</b>	registration No. head office address tel. website	40003605043 Smilšu iela 7-1, LV-1050, Riga, Latvia +37167092988 www.invl.com/lat/lv
<b>Skandiabanken Aktiebolag (PUBL)</b>	registration No. head office address tel. website	516401-9738 Lindhagensgatan 86, 106 55 Stockholm, Sweden +4687881000 www.skandia.se
<b>Allfunds Sweden AB</b>	registration No. head office address tel. website	556405-0127 Engelbrektsgatan 9-11, 114 32 Stockholm, Sweden +4684057070 www.allfunds.com
<b>Allfunds Bank S.A.U.</b>	registration No. head office address tel. website	A-4100137 Padres Dominicos, 7, 28050, Madrid, Spain +34912746400 www.allfunds.com
<b>Allfunds Bank International, S.A.</b>	registration No. head office address tel. website	B133459 Boulevard Royal, 30, L-2449, Luxembourg, Luxembourg +352 27 48 01 04 www.allfunds.com
<b>Nordnet Bank AB</b>	registration No. head office address tel. website	516406-0021 PO Box 14077, Bromma SE - 1671, Sweden +46850637730 www.nordnet.se
<b>Avanza Bank</b>	registration No. head office address tel. website	556573-5668 Klarabergsgatan 60, Box 1399, 111 93, Sweden +46856225045 www.avanza.se
<b>MFEX Mutual Funds Exchange AB</b>	registration No. head office address tel. website	556559-0634 Grev Turegatan 19, 11438, Stockholm, Sweden +46 (0)8-559 03 640 www.mfex.se
<b>Raiffeisen Bank International AG</b>	registration No. head office address tel. website	FN 122119 Am Stadtpark 9, 1030 Vienna, Austria +431717070 www.rbinternational.com/

**8. PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE PROSPECTUS**

- 8.1. The Management Company's Chief Executive Officer and Chief Financial Officer are responsible for the information contained in the Prospectus:  
 Vaidotas Rūkas, Director, tel. 1813.  
 Mindaugas Petrošius, Head of Finance, tel. 1813.
- 8.2. No consultants were used in the preparation of the Prospectus.

**9. INFORMATION ON THE AUDIT**

The audit of the financial statements from 2019 to the present is carried out by:

<b>KPMG Baltics UAB</b>	registration No. head office address tel. Authorisation for Audit Activities number, date of issue	111494971 Lvovo g. 101, LT-08104 Vilnius +370 5 210 600  No. 001281, 11 April 1997
-------------------------	---	--

The financial statements were audited from 2013 to 2019 by:

**PricewaterhouseCoopers UAB**

 registration No.  
 head office address  
 tel.  
 Authorisation for Audit  
 Activities number, date of  
 issue

 111473315  
 J. Jasinskio g. 16B, LT-03163 Vilnius  
 +370 5 239 2300  
  
 No. 001273, 20 December 2005

Up to 2013, the financial statements were audited by:

**KPMG Baltics UAB**

 registration No.  
 head office address  
 tel.  
 Authorisation for Audit  
 Activities number, date of  
 issue

 111494971  
 Lvovo g. 101, LT-08104 Vilnius  
 +370 5 210 600  
  
 No. 001281, 11 April 1997

**10. GOVERNMENT TAX POLICY TOWARDS THE FUND, THE FUND'S PARTICIPANTS**

The following are just the basic data on taxes in Lithuania. It is the investor's responsibility to fully analyse the potential tax consequences of an investment in the Fund. Under Double Taxation Treaties, foreign residents (natural persons and legal entities) in Lithuania may be subject to a different tax rate.

Corporate or other taxes paid by the Fund	The Fund is not a legal entity and therefore does not pay the taxes imposed on legal entities.
Taxation of permanent residents of Lithuania	Income from the sale or other transfer of units of the Funds are exempt from personal income tax if the difference between the income from the sale or other transfer of units of the Fund and other financial instruments and the purchase price of such units of the Fund and other financial instruments and the other expenses incurred in connection with the sale or other transfer does not exceed EUR 500 in any one tax period. Income from the realisation of units of the Fund in excess of EUR 500 per tax period is taxed at a personal income tax rate of 15 per cent (from 1 January 2019 – 15 per cent for the taxable part of the income up to 120 average wages and 20 per cent for the part above 120 average wages).
Taxation of Lithuanian legal entities	Income of a Lithuanian legal entity, including capital gains, dividends and other distributed profits, derived from the holding of units in the Fund is treated as non-taxable income.
Taxation of non-permanent residents of Lithuania and foreign legal entities	Profits from capital gains received by a non-permanent resident of Lithuania and a foreign legal entity are not subject to personal income tax and corporate income tax of the Republic of Lithuania.

Participants in the Fund are responsible for the correct calculation, declaration and payment of the taxes charged to them. The taxation of income or capital gains attributable to an individual investor may depend on the investor's personal circumstances and/or the location in which the capital is invested, so if there is any uncertainty about the investor's tax situation, he/she should seek professional advice or information from local organisations. The State Tax Inspectorate of the Republic of Lithuania will provide you with all up-to-date information on state tax issues related to investment funds.

**11. DATES OF PREPARATION OF THE FUND'S FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS, FINANCIAL YEAR**

The financial statements of the Fund are drawn up after the end of the financial year. The financial year of the Fund is the calendar year from 1 January to 31 December. The Fund's annual financial statements are drawn up and published within 4 months of the end of the financial year. The profits of the Fund are not distributed to the Participants during the lifetime of the Fund and increase the value of the Fund's net assets. The profits of the Fund are reinvested in accordance with the general procedures set out in the Rules.

**12. RIGHTS AND OBLIGATIONS OF A FUND PARTICIPANT:**

Fund units are issued upon receipt of the money in the Fund account and an entry in the Participant's personal Fund unit account. This entry confers the right to a corresponding share in the Fund's assets. All Participants own the assets of the Fund by the right of joint partial ownership.

Fund Participants have the following rights:

- 1) to request at any time that the Management Company redeem his/her units in the Fund;
- 2) to receive the remainder of the Fund being wound up;
- 3) to receive information about the Fund as required by law;
- 4) to sell, gift or otherwise transfer the ownership or management of units of the Fund to third parties;
- 5) other rights provided for in the Fund Rules, the Fund's Unit Purchase and Sale Agreement and legal acts.

Fund Participants have the following obligations:

- 1) to notify the Distributor in writing within a maximum of ten (10) days of any change in the Participant's particulars (name, surname or company name, residential or head office address, current account, telephone number, e-mail address and other details);
- 2) when selling, gifting or otherwise transferring the ownership right to the units of the Fund, to enter into a written agreement with the transferee of the units of the Fund, one copy of which must be submitted to the Distributor within three (3) working days;
- 3) other obligations provided for in the Fund Rules, the Fund's Unit Purchase and Sale Agreement and legal acts.

13.A CONFIRMATION BY THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE CONSULTANTS WHO PREPARED OR ASSISTED IN THE PREPARATION OF THE PROSPECTUS AND WHO ARE RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION CONTAINED THEREIN THAT THE INFORMATION CONTAINED IN THE PROSPECTUS IS ACCURATE, IN ACCORDANCE WITH THE REQUIREMENTS OF THE LAW AND THAT THERE ARE NO OMISSIONS OF FACTS THAT COULD MATERIALLY AFFECT THE DECISIONS OF INVESTORS

I, Vaidotas Rūkas, Director of SB Asset Management UAB, confirm that the information contained in this Prospectus is correct and that there are no omissions of facts that may materially affect the decisions of investors

\_\_\_\_\_  
(signature)

I, Mindaugas Petrošius, Head of Finance of SB Asset Management UAB, confirm that the information contained in this Prospectus is correct and that there are no omissions of facts that may materially affect the decisions of investors

\_\_\_\_\_  
(signature)

## II. DATA ON CAPITAL, ALLOCATION OF INCOME AND EXPENDITURE

### 14. EQUITY

The Fund has no authorised capital and its equity capital is always equal to its net assets and varies depending on the issuance/sale and redemption of Fund units.

Amount of initial capital	EUR 2,896.20
---------------------------	--------------

There is no maximum amount and no maximum number of Fund units that may be distributed. The value per unit of the Fund was EUR 28.9620 on the Fund's launch date.

### 15. METHODOLOGY FOR MEASURING NET ASSETS

- 15.1. The net asset value of the Fund is calculated on each working day in accordance with the methodology for calculating the net asset value approved by the Supervisory Authority and the Methodology and Procedures for Calculating Net Asset Value approved by the Board of the Management Company.
- 15.2. The net asset value (NAV) of the Fund is calculated as the value of the Fund's assets minus its liabilities.
- 15.3. Assets and liabilities are measured at fair value unless such value cannot be measured reliably.
- 15.4. The fair value of assets and liabilities is determined by reference to observable market transactions or market information. If observable market transactions and market information relating to the assets and liabilities are not available, fair value is determined using valuation techniques. The objective of fair value measurements is the same in all cases: to estimate the amount for which counterparties could sell an asset or service, or transfer a liability, to each other in an arm's length transaction at the measurement date.
- 15.5. The value of a Fund unit is determined by dividing the NAV of the Fund by the total number of Fund units in circulation.
- 15.6. The initial value of the Fund unit is EUR 28.9620.
- 15.7. The value of a Fund unit is calculated to four decimal places and rounded according to mathematical rounding rules.
- 15.8. The previous day's value of the Fund unit is calculated on each working day and published not later than 2 p.m. on the current working day on the website [www.sb.lt](http://www.sb.lt).
- 15.9. The Fund's net assets are valued in euros. The value in euros of the Fund's net assets that are not denominated in euros is determined in accordance with the Law on Accounting of the Republic of Lithuania and the Fund Accounting Policy adopted by the Management Company.
- 15.10. The Fund's net assets are valued in accordance with the procedures established by the legislation of the Republic of Lithuania, the Business Accounting Standards, the Methodology for the Calculation of the Net Asset Value approved by the Bank of Lithuania and the Methodology and Procedures for Calculating Net Asset Value approved by the Management Company. The following principles are used to measure net assets:
  - 15.10.1. The fair value of equity securities and collective investment undertakings traded on trading venues is determined by reference to the publicly announced closing price of the underlying market for that instrument; the fair value of other financial instruments traded on trading venues is determined based on the publicly announced closing price of the main market of the instrument or the average market price, except for the cases set out in the Methodology for the Calculation of the Net Asset Value approved by the Bank of Lithuania and the Methodology and Procedures for Calculating Net Asset Value approved by the Management Company;
  - 15.10.2. The fair value of financial instruments not traded on regulated markets is determined in accordance with the Methodology and Procedures for Calculating Net Asset Value approved by the Management Company;

- 15.10.3. Units/shares of collective investment undertakings are valued at the NAV determined by the collective investment undertaking or at the last publicly announced redemption price;
- 15.10.4. Term deposits with banks are measured at amortised cost;
- 15.10.5. Cash and balances with credit institutions, other than term deposits, are measured at nominal value;
- 15.10.6. Other assets are measured at their most probable selling price based on a selected valuation model that is generally accepted in the financial market.

**15.11. A regulated market on which the price at which transactions outside the regulated market are executed is set**  
 A list of the regulated markets on which the price at which OTC transactions are executed is set is provided in point 27 of the Prospectus.

**15.12. Currency of the collective investment undertaking**

The currency of the Fund in which the Fund's NAV is calculated is the euro.

**16. RULES ON THE DISTRIBUTION AND USE OF INCOME**

The income of the Fund is not distributed. The income of the Fund is used to cover the Fund's expenses and to increase the value of the Fund's net assets and thus the value of the Fund unit. The income of the Fund is reinvested in accordance with the general procedures set out in the Rules.

**17. EXPENDITURE**

17.1. Gross expenditure ratio for the previous year	<b>2007:</b> 2.25%; <b>2008:</b> 2.56%; <b>2009:</b> 2.46%; <b>2010:</b> 2.36%; <b>2011:</b> 2.36%; <b>2012:</b> 2.45%; <b>2013:</b> 2.55%; <b>2014:</b> 2.46%; <b>2015:</b> 2.29%; <b>2016:</b> 2.27%; <b>2017:</b> 2.17%; <b>2018:</b> 2.17%; <b>2019:</b> 2.27%; <b>2020:</b> 2.24%; <b>2021:</b> 2.20%; <b>2022:</b> 2.29%; <b>2023:</b> 2.29%.
17.2. Types of expenditure of the Fund for the previous year not taken into account in the calculation of the gross expenditure ratio and their amounts	- transaction costs (0.15% of the average annual NAV); - distribution fee paid directly by the investor when purchasing units of the Fund (0.00% of the average annual NAV).
17.3. Portfolio turnover rate (this indicator describes the trading activity in the instruments that make up the portfolio, so the higher the rate, the more transaction costs the Fund incurs)	<b>2007:</b> 210.68%; <b>2008:</b> 242.23%; <b>2009:</b> 168.12%; <b>2010:</b> 146.62%; <b>2011:</b> 215.82%; <b>2012:</b> -66.71%; <b>2013:</b> -53.81%; <b>2014:</b> 25.92%; <b>2015:</b> 37.37%; <b>2016:</b> -118.8%; <b>2017:</b> -243.88%; <b>2018:</b> -109.22%; <b>2019:</b> -15.92%; <b>2020:</b> 69.33%; <b>2021:</b> 91.12%; <b>2022:</b> 37.98 %; <b>2023:</b> 15.35 %.
17.4. Estimated expenditure structure	The maximum amount of expenditure covered by the Fund's resources is 3.5% of the average annual value of the Fund's net assets.
17.4.1. Remuneration to the Management Company	<b>REMUNERATION TO THE MANAGEMENT COMPANY FOR MANAGING THE FUND.</b> The annual remuneration to the Management Company for the management of the Fund may be up to <b>2 per cent</b> of the average annual value of the Fund's net assets (this does not include the remuneration charged by the Management Company for the distribution of the Fund units). The remuneration due to the Management Company for the management of the Fund is calculated on a daily basis based on the value of the Fund's net assets on that day. The remuneration for that day is calculated by multiplying the value of the Fund's net assets for that day by the annual remuneration percentage and dividing by the annual number of working days. The number of working days in the relevant year is used to calculate the remuneration. The amount of the Management Company's remuneration for the management of the Fund is determined and changed by a decision of the Management Company's Board (up to the maximum amount set out in the Fund Rules).
17.4.2. Remuneration to the depositary	<b>REMUNERATION TO THE DEPOSITARY FOR SERVICES RENDERED.</b> The annual remuneration to the Depositary does not exceed <b>0.25 per cent</b> of the average annual value of the Fund's net assets. The remuneration to the Depositary is calculated on a daily basis based on the value of the Fund's net assets. The share of the annual rate of remuneration for that day is calculated based on the value of the Fund's net assets on that day. The number of working days in the relevant year is used to calculate the remuneration.
17.4.3. Estimated maximum level of remuneration for Management Company staff	--
17.4.4. Remuneration to auditors	<b>REMUNERATION FOR AUDITING.</b> The annual remuneration to the Fund's auditor does not exceed <b>0.5 per cent</b> of the average annual value of the Fund's net assets. The remuneration to the auditor is calculated on a daily basis based on the value of the Fund's net assets. The share of the annual rate of remuneration for that day is calculated



	based on the value of the Fund's net assets on that day. The number of working days in the relevant year is used to calculate the remuneration.
17.4.5. Remuneration to distributors	<p><b>COSTS FOR DISTRIBUTORS.</b></p> <p>The remuneration to other distributors for the distribution of the Fund's units is limited to a maximum of 5 per cent of the amount invested by the investor and may be differentiated depending on the specific distributor. The Management Company has decided that the remuneration of the Fund's distributors in Lithuania will be 0% from 1 December 2023. For Fund's distributors abroad, the percentage is 0–5% of the investor's investment*. The exact amount of the distribution fee is published on the website <a href="http://www.sb.lt">www.sb.lt</a>, at the distribution points and is provided prior to the purchase of Fund units.</p> <p>* The Management Company does not charge a distribution fee:</p> <ul style="list-style-type: none"> <li>- to entities licensed and/or otherwise supervised by Member States of the European Union that operate in financial markets</li> <li>- to credit institutions, brokerage firms, other licensed and/or supervised financial institutions, insurance undertakings, collective investment undertakings and their management companies, pension funds and their management companies, and other institutional investors whose main business is investing in financial instruments, including entities engaged in the business of investing in assets or in other financing transactions.</li> </ul>
17.4.6. Intermediary costs	<p><b>COSTS OF INTERMEDIARIES (STOCKBROKERS, BROKER DEALERS) FOR INTERMEDIATING THE PURCHASE AND SALE OF SECURITIES.</b></p> <p>Intermediary costs will be capped at <b>0.75 per cent</b> of the average annual value of the transactions made.</p>
17.4.7. Legal costs	<p>Legal costs incurred by the Fund, which in aggregate shall not exceed one (1) per cent of the Fund's average annual NAV. Legal costs are charged to the Fund in the cases and according to the procedures laid down in the Fund Rules, on the basis of the documents supporting such costs.</p>
17.4.8. Other costs	<p><b>OTHER COSTS INCURRED BY THE FUND.</b></p> <p>Bank charges (including, but not limited to, charges to banks and other credit institutions for domestic and international payment orders). These costs are calculated based on the rates set by the credit institutions whose services are used.</p> <p>Fees payable to Nasdaq CSD – Central Securities Depository for the Baltics ('Nasdaq CSD'):</p> <ul style="list-style-type: none"> <li>a) one-off Fund registration fee; b) quarterly account maintenance fee; c) material securities event servicing fee; d) fee for compiling a list of security holders; e) annual fee; f) custody fee, etc.</li> </ul> <p>Fees payable to the Management Company's agent to the NASDAQ CSD and to the operator of the accounts of the Participants and their units in the Fund.</p> <p>The Fund's share of the fee to the Supervisory Authority for the supervision of supervised financial market participants, calculated in accordance with the provisions of the Description of the Methodology for Calculation and Payment of the Fees of Supervised Financial Market Participants.</p> <p>Fees to providers of financial indices used in the Fund's benchmark for index composition information and historical data.</p> <p>Other expenses related to the Fund's activities that are not paid periodically or in accordance with established procedures.</p> <p>The expenses referred to in this part of the Prospectus may amount to a maximum of <b>five tenths (0.5)</b> per cent of the average annual value of the Fund's net assets.</p>
<p>All other expenses not provided for in this Prospectus and in the Fund Rules or exceeding the limits set out in this Prospectus and the Fund Rules will be borne by the Management Company at its expense.</p>	
<p>17.5. Expenses incurred by the Depository and the Management Company for the benefit of the Fund will not be reimbursed, except for the expenses referred to in sub-paragraph 17.4 of the Prospectus, which will be charged to the Fund's assets.</p>	
<p>17.6. The maximum management fee that may be paid to the Management Company by other collective investment undertakings in which the Fund invests may not exceed three (3) per cent of the average annual value of the investments.</p>	
<p>17.7. There are no arrangements for hidden commissions. The following arrangements exist for the sharing of the remuneration (distribution, management and/or success fees) received by the Management Company. The Management Company pays a portion of the remuneration to the distributors of the Fund's units acting under the Fund Unit Distribution Agreement as specified in Section 7 of the Prospectus. The Management Company also has the right, taking into account the specificities of the foreign market in which the Fund's units are distributed, to pay a part of the remuneration it receives to other third parties acting on the basis of co-operation agreements, which assist in the establishment, development and maintenance of the relationship between the Management Company and the Participants, insofar as this is not in contravention of the Management Company's obligation to act in the best interests of the collective investment undertaking and its Participants. The Management Company undertakes to provide additional information on the payments described in this paragraph to third parties at the request of a Participant. The Management Company has developed and applies requirements for incentive measures, which are available at <a href="http://www.sb.lt">www.sb.lt</a>.</p>	
<p>17.8. —</p>	

**III. INFORMATION ON FUND UNITS**
**18. BASIC INFORMATION ABOUT THE UNITS OFFERED BY THE FUND:**

- 18.1. Fund unit is a transferable security evidencing the obligations of the Fund to the holder of the security, i.e., Participant.
- 18.2. —
- 18.3. —
- 18.4. Proof of ownership of units in the Fund is evidenced by an entry in the Participant's personal securities account. The entry in the personal securities account will be made not later than within one working day after the receipt of the money in the Fund's account. After the purchase of Fund units on the secondary market, the entry in the personal securities account will be made in accordance with the procedure set out in the Participant's agreement with the public trading intermediary.
- 18.5. The operator of the personal accounts of the units issued by the Fund and the manager of the Register of Participants is Public Limited Liability Company Šiaulių Bankas. The distributors referred to in Section 7 of the Prospectus may also be operators of the personal accounts of the units issued by the Fund and managers of the Register of Participants: INVL Financial Advisors UAB FMĮ and the foreign distributor through which the Fund units were purchased.
- 18.6. Units of the Fund confer on their holders the rights and obligations set out in point 12 of the Prospectus. Fund units do not carry voting rights. There are no restrictions on the transfer of units of the Fund, unless the units of the Fund are seized or otherwise encumbered in accordance with the procedure established by law.
- 18.7. Issues of Fund units are unlimited and open-ended.
- 18.8. The Management Company, the manager of the Register of Participants and the operator of their Fund unit accounts, and the distributors ensure that Fund units in respect of which a redemption request has been made are not transferred to a public trading intermediary with a view to the sale of the Fund units on a stock exchange, and that Fund units purchased on the stock exchange and in respect of which an order to sell on a stock exchange has been placed are not transferred with a view to the redemption of Fund units.
- 18.9. The Management Company's agent for relations with NASDAQ CSD is the Public Limited Liability Company Šiaulių Bankas.

**19. DIVIDENDS**

The Fund does not pay dividends.

**20. LIQUIDATION OR DISSOLUTION OF THE FUND**

The Fund may be dissolved by a decision of the Board of the Management Company, the Supervisory Authority or the Board of the Depositary.

If the situation is not rectified within 6 months of the date on which the net assets have fallen below the required level, the Management Company must immediately take steps to have the Fund wound up. If the Management Company does not dissolve the Fund within a reasonable period, the Supervisory Authority will have the power to decide to dissolve the Fund.

Following the decision to dissolve the Fund, the redemption and distribution of the Fund units will cease and the investment diversification requirements laid down in the Law on Collective Investment Undertakings will no longer apply.

If, at the time of the liquidation of the Fund, it becomes apparent that the assets constituting the Fund are insufficient to cover the obligations incurred on its account, the Management Company will not be obliged to meet the remaining obligations in cases where, at the request of the Management Company, the Supervisory Authority certifies that there is no evidence of any failure by the Management Company to comply with the obligations imposed on it by the Law on Collective Investment Undertakings and by the Fund Rules.

After creditors' claims have been satisfied, the proceeds from the sale of the assets comprising the Fund will be distributed to the Fund Participants in proportion to their respective shares.

In the case of legal proceedings concerning obligations to be discharged at the expense of the Fund, the Fund may be dissolved only after the judgements in such proceedings have become final.

**21. TERMS AND CONDITIONS FOR THE ISSUE OF UNITS OF THE FUND AND THE PROCEDURES FOR DECIDING ON THE ISSUE OF UNITS OF THE FUND**

Fund units are issued each time a Unit Purchase and Sale Agreement is concluded between an investor and the Management Company and the amount of money specified in the Agreement is paid into the Fund's account specified in the title paragraph of the Prospectus.

At the time of the Fund's incorporation, the Board of the Management Company decided to issue the Fund units on an unlimited and perpetual basis.

**22. TERMS AND PROCEDURES FOR THE ACQUISITION OF THE FUND UNITS**
**22.1. General terms and procedures for the distribution of the Fund units**

The Fund units are distributed at the distribution points specified in point 7 of the Prospectus. A Participant who has purchased Fund units from a particular Distributor must apply to the same Distributor to redeem Fund units or to take other actions.

**22.2. Main provisions of agreements with Distributors**

Distributors distribute units of the Fund on the basis of a distribution or other similar agreement (hereinafter, the 'Distribution Agreement') signed with the Management Company.

The Distribution Agreement governs the relationship between the Distributor and the Management Company arising from the distribution, exchange and redemption of the Fund units.

### Limits on the liability of distributors

Under the Distribution Agreement, the Distributor undertakes to provide advisory services to potential Participants of the Management Company's Fund about the Fund managed by the Management Company, to provide investors with information about the Fund and to provide the Fund's documents, to distribute the Fund units, to accept applications to redeem the Fund units held by the Fund Participants and, in accordance with the deadlines set out in the Distribution Agreement, to submit to the Management Company the documents referred to in the Distribution Agreement and any other documents received from the Participant, as well as to perform any other acts provided for in the Distribution Agreement.

The Distributor does not assume any obligations towards the Participants of the Fund other than those expressly stated in the Distribution Agreement.

The Distributor must comply with the requirements of this Prospectus and the Fund Rules.

The Distributor undertakes not to delegate to any third party any of the powers conferred by the Distribution Agreement in relation to the performance of the Distribution Agreement without the prior written consent of the Management Company. However, in any event, the Distributor will be liable to the Management Company for any damage caused to the Management Company as a result of a breach of law by a third party to whom the Distributor has delegated the right to carry out any of the activities set out in the Distribution Agreement. The Distributor will be liable for any breach of its obligations under the law and the Distribution Agreement in accordance with the procedure laid down by law.

### 22.3. Share subscription procedure

—

### 22.4. Procedure for the conclusion and performance of Unit Purchase and Sale Agreements

A Participant may purchase Units in the Fund:

- a) through the Distributors specified in point 7 of the Prospectus on their working days and during their business hours, by concluding a Unit Purchase and Sale Agreement in a simple written form with the Distributor of the Fund;
- b) using the online banking or equivalent electronic system of the Distributor referred to in point 7 of the Prospectus, if the Participant has entered into an Electronic Services Agreement with that Distributor;
- c) by submitting an instruction/application to the Distributor referred to in point 7 of the Prospectus by telephone, facsimile and/or other means of telecommunication, provided that the Participant has entered into an agreement for the provision of such services with that Distributor.

An instruction/application to purchase units in the Fund given through the online banking system and/or by telephone and/or facsimile and/or other means of telecommunication will be equivalent to a Unit Purchase and Sale Agreement in a simple written form and will have the same legal effect.

### 22.5. Deadline and procedure for the payment of Fund units and entry into force of the Unit Purchase and Sale Agreement

Fund units can only be paid for in cash – in euros.

In order to invest cash in the Fund, the Participant must pay the cash for the Fund units to the account of the Fund specified in the Key Information on the Collective Investment Undertaking or to an account opened with the Distributor, if so agreed with the Distributor.

There is no minimum amount that can be invested in the Fund.

The Unit Purchase and Sale Agreement will come into force only if the Participant transfers funds to the Fund's account not later than within 3 working days from the moment the Unit Purchase and Sale Agreement is concluded. Failure by a Participant to transfer funds in accordance with the procedure set out in this paragraph will result in the Unit Purchase and Sale Agreement not becoming effective and being cancelled.

### 22.6. Procedure for the conversion of cash into Fund units

When a Participant enters into a Unit Purchase and Sale Agreement, the cash will be converted into Fund units:

- 1) at the price on the day of receipt of the Unit Purchase and Sale Agreement/application at the Management Company (day T+0), provided that the Unit Purchase and Sale Agreement/application is received at the Management Company by 11:00 a.m. and the cash is received by 11:59 p.m. of that same day (T+0);
- 2) at the price of the next day (T+1) following the receipt of the Unit Purchase and Sale Agreement/application at the Management Company, provided that the Unit Purchase and Sale Agreement/application is received at the Management Company after 11:00 a.m. and the cash is received by 11:59 p.m. on the same day (T+0);
- 3) at the price on the date of receipt of the cash, if the cash is received after the date of receipt of the Unit Purchase and Sale Agreement/application.

Cash will be deemed to have been received into the Fund's account on the day of crediting if the cash is credited to the Fund's account before 11:59 p.m. on a working day. If the cash is credited to the Fund's account on a non-working day, the cash will be deemed to have been received on the next working day following the day on which the cash is credited.

Unit Purchase and Sale Agreement/application submitted on a non-working day will be deemed to have been received on the next working day.

### 22.7. The moment when the right of ownership arises

The Participant acquires ownership of the Fund units from the moment an entry is made in his/her personal Fund unit account. The entry in the Participant's personal Fund unit account will be made not later than within 1 working day after the receipt of the cash into the Fund's account.

### 22.8. Grounds and procedure for suspending the sale of Fund units

The Management Company has the right, at its discretion, to temporarily suspend the sale of Fund units for up to 3 months.

The sale of Fund units may be suspended if:

- the Fund's net asset value increases by more than 20% in the last 30 days;

- this is necessary to protect the interests of the Participants.

The decision of the Board to suspend the sale of Fund units will be notified immediately to the Supervisory Authority and, in the case of Fund units distributed in foreign jurisdictions, also to the foreign supervisory authorities, to the Distributors, and published on the website of the Management Company at [www.sb.lt](http://www.sb.lt).

As of the next working day (or later, if the Management Company's decision so provides) following the day on which the notification of the suspension of the sale of Fund units is submitted to the Supervisory Authority, and, in the case of Fund units distributed in foreign jurisdictions, to the foreign supervisory authorities, and to the Distributors, it is prohibited to conclude Unit Purchase and Sale Agreements.

The decision to resume the sale of the Fund units must be notified in the same way as the suspension of sale.

## 23. TERMS AND PROCEDURE FOR REDEMPTION OF THE FUND UNITS, TERMS AND PROCEDURE FOR SUSPENSION OF REDEMPTION

### 23.1. Terms and conditions for redemption of Fund units

A Participant will have the right to request the redemption of his/her units at any time:

- by submitting to the Distributor referred to in point 7 an application in the prescribed form to redeem the Fund units (hereinafter, the 'Application') on the Distributor's working days and during the Distributor's business hours;
- using the online banking or equivalent electronic system of the Distributor referred to in point 7 of the Prospectus, if the Participant has entered into an Electronic Services Agreement with that Distributor.
- by submitting an instruction/application to the Distributor referred to in point 7 of the Prospectus by telephone, facsimile and/or other means of telecommunication, provided that the Participant has entered into an agreement for the provision of such services with that Distributor.

An instruction/application to redeem units in the Fund given through the online banking system and/or by telephone and/or facsimile and/or other means of telecommunication will be equivalent to an Application in a simple written form and will have the same legal effect.

An Application for the redemption of Fund units owned jointly by the spouses will be made by one of the spouses only if he/she has a power of attorney issued by the other spouse, which may be made in a simple written form.

Fund units are redeemed at the price as at the date of receipt of the Application. An Application will be deemed to have been received on the date of its submission if it is received by the Management Company in the manner provided for in this paragraph on working days before 11.00 a.m. Applications submitted after 11 a.m. on working days will be deemed to have been received by 11 a.m. on the next working day. If an Application is received on a non-working day, the date of receipt of the Application will be deemed to be the next working day following the date of receipt of the Application.

A Participant must transfer the Fund units by a fee-free transfer to the Fund Participants' account operator before submitting an application to the Management Company to redeem the Fund units purchased on the NASDAQ Vilnius Stock Exchange or from other Distributors (other than the Management Company itself) referred to in point 7. The Participant will submit the order to transfer the Fund units to the public trading intermediary that maintains records of the Fund units purchased by the Participant on the NASDAQ Vilnius Stock Exchange or to the Distributor through which the Participant purchased the Fund units.

23.2. **The procedure for submitting an application to redeem Fund units** is set out in sub-paragraph 23.1 of the Prospectus.

### 23.3. Terms and procedure for settlement with the Participant for redeemed Fund units

Unless redemption of Fund units is suspended, the Management Company will pay the Participant for the redeemed Fund units not later than within 7 calendar days from the date of receipt of the Application. The money for the redeemed Fund units will be credited to the Participant's account specified in the Application.

### 23.4. Terms of settlement with Fund Participants for redeemed Fund units

Unless redemption of Fund units is suspended, the Management Company will pay the Participant for the redeemed Fund units not later than within seven (7) calendar days from the date of receipt of the Application. The money for the redeemed Fund units will be credited to the Participant's account specified in the Application.

### 23.5. Consequences for the Participant of a request for redemption of Fund units

The Participant will forfeit all rights attached to the Fund units (including the right of ownership), other than the right to receive cash in respect of the Fund units to be redeemed, as from the time of the submission to the Distributor of an Application to redeem the Fund units. From the date of receipt of the Application to redeem the Fund units, the Management Company will become obliged to settle with the Participant for the Fund units specified in the Application.

The Participant will cease to be a Participant of the Fund from the moment he/she applies to the Management Company to redeem his/her Fund units and the Management Company makes a record of the sale of Fund units in his/her personal securities account.

### 23.6. Grounds and procedure for suspending the redemption of Fund units

The Management Company and the Supervisory Authority have the right to suspend the redemption of Fund units for a maximum of 3 months per year.

The redemption of Fund units may be suspended if:

- this is necessary to protect the interests of the Participants against a possible insolvency of the Fund or a fall in the redemption price in the event of adverse conditions in the market in financial instruments and a decline in the value of the Fund's investment portfolio;
- there is insufficient cash to pay for units to be redeemed and/or exchanged, and the sale/disposal of the financial instruments held would be loss-making;
- such a measure is imposed by the Supervisory Authority.

From the moment of adoption of the decision to suspend the redemption of Fund units, it will be prohibited to accept applications for redemption, exchange of the units of this Fund, pay for the Fund units that were called for redemption or exchange before the decision to suspend redemption was taken.

The suspension of redemption of Fund units must be immediately notified in writing to the Supervisory Authority and, in the case of Fund units distributed in foreign countries, also to the foreign supervisory authorities, to the Distributors through which redemption operations are carried out, and will be published on the Management Company's website at [www.sb.lt](http://www.sb.lt) as well as in the daily newspaper Verslo Žinios, and the Management Company will be obliged to notify investors intending to apply for units or shares in such Fund in writing of the suspension of redemptions.

If the decision to suspend the redemption of the Fund units was taken by the Supervisory Authority, the right to resume the redemption of the Fund units may be exercised only by the Supervisory Authority, or by the court or the Administrative Disputes Commission annulling such decision. In other cases, the Management Company also has this right.

The decision to resume the redemption of the Fund units must be notified in the same way as the suspension of redemption.

23.7. **The methods and procedure for informing investors of the decision to suspend redemption of the Fund units** are set out in sub-paragraph 23.6 of the Prospectus.

23.8. **Exchange of the Fund units**

Units of the Fund cannot be exchanged for units of another fund.

#### 24. RULES FOR SETTING THE SALE AND REDEMPTION PRICE OF FUND UNITS

24.1. The net asset value of the Fund and the Fund unit value are calculated on each working day in accordance with the methodology for calculating the net asset value approved by the Supervisory Authority and the Methodology and Procedures for Calculating Net Asset Value of the Funds Managed by the Management Company, as approved by the Board of the Management Company.

24.2. The selling price of a Fund unit is equal to the sum of the value of the Fund unit and the applicable distribution fee referred to in point 17 of the Prospectus. The distribution fee is intended to cover the costs of distributing the Fund units. It is not included in the calculation of the net asset value.

The redemption price of a Fund unit is equal to the value of the Fund unit. The redemption price is not reduced by redemption costs.

24.3. The current day's NAV and unit value of the Fund are calculated and published by 2:00 p.m. on the following working day on the website [www.sb.lt](http://www.sb.lt).

24.4. —

#### 25. FACTORS THAT MAY AFFECT DISTRIBUTION

The distribution of Fund units may be affected by changes in legislation and force majeure circumstances provided for in the legislation of the Republic of Lithuania.

### IV. INFORMATION ON INVESTMENTS AND RISKS

#### 26. HISTORY OF THE FUND'S ACTIVITY

The Fund was set up on 8 December 2005, following the Supervisory Authority's approval of the instruments of incorporation of the Fund. The first date of calculation of the Fund's net asset value is 15 December 2005.

26.1. Annual net return on investment\* (in percentage and absolute terms (value of the investment in EUR after investment of EUR 1 at the beginning of the year)), comparison of the net asset value and the net asset value per unit of the Fund and the benchmark index return (percentage):

Year	Annual net return on investment, %	Annual net return on investment	NAV at year-end, EUR million	NAV per Fund unit at year-end, EUR	Change in the value of a Fund unit, %	Standard deviation of the change in the value of a Fund unit, %	Benchmark index return, %
2005	3.10	1.031	0.28	29.5149	1.90	-	4.01
2006	21.00	1.210	2.51	35.7160	21.04		17.58
2007	2.6	1.026	1.85	36.6404	2.58		-7.15
2008	-63.31	0.367	0.63	13.7455	-62.47		-67.04
2009	38.91	1.381	0.53	19.5036	41.82		45.68
2010	43.34	1.433	1.27	28.7541	47.44		71.92
2011	-21.59	0.784	0.89	23.0809	-19.72	16.51	-18.42
2012	-1.35	0.987	0.61	23.3098	1.00	8.56	21.85
2013	10.03	1.100	2.07	25.5004	9.40	6.31	13.17
2014	-5.11	0.949	2.06	24.0199	-5.81	8.99	-4.41
2015	7.69	1.077	1.75	25.8503	7.69	6.44	11.25
2016	26.78	1.268	3.21	32.7029	26.51	6.59	22.75
2017	19.13	1.191	10.58	38.8865	18.91	4.86	20.04
2018	-10.05	0.900	6.60	34.9258	-10.19	6.02	-6.45

2019	7.48	1.075	4.13	37.4405	7.20	4.29	12.45
2020	-1.37	0.986	6.99	36.8253	-1.64	18.79	9.22
2021	34.76	1.348	10.49	49.5310	34.50	8.02	39.23
2022	0.4	1.004	9.92	49.5541	0.05	13.06	-11.05
2023	8.28	1.086	10.49	53.6458	8.26	5.63	6.39

\* Fund distribution fees are not included in the calculation of investment returns, resulting in a lower real return due to the impact of these fees.

26.2. A comparison of the net asset value and the net asset value per unit over a 10-year period is presented in sub-paragraph 26.1.

26.3. Average net return on investment, %:

Over the last 3 years 31/12/2020–31/12/2023	Over the last 5 years 31/12/2018–31/12/2023	Over the last 10 years 31/12/2013–31/12/2023	Since inception 15/12/2005–31/12/2023
13.58	9.20	7.99	2.88

26.4. **Please note that past performance of the Fund does not guarantee future results.**

26.5. Benchmark of the Fund:

1 January 2007 to present – OMX Baltic Benchmark Capped Gross Index

Since 15 December 2005 – OMX BALTIX

A comparison of the Fund's performance with the change in the value of the benchmark over the relevant period is presented in sub-paragraph 26.1.

26.6. Fund distribution fee is not included in the calculation of investment returns, resulting in a lower real return due to the impact of this fee.

An example illustrating the impact of charges on the final return to the investor. Let's say that EUR 3,000 has been invested in the Fund and that the annual return on investment is 5%. At the current level of deductions, the investor would then recover:

	After 1 year	After 3 years	After 5 years	After 10 years
Deductions paid*	138	313	513	1,146
Accumulated amount in the absence of deductions	3,150	3,473	3,829	4,887
Accumulated amount at current level of deductions	3,012	3,160	3,316	3,741

## 27.COMPOSITION OF THE INVESTMENT PORTFOLIO

Types of assets invested in	The types of assets in which the Fund's assets may be invested are set out in Section 3 of this Prospectus.
Official listings of securities exchanges, regulated markets	<b>Lithuania, Latvia, Estonia:</b> Nasdaq Baltic ( <a href="http://www.nasdaqbaltic.com">www.nasdaqbaltic.com</a> ); <b>Denmark, Sweden, Finland:</b> Nasdaq Nordic ( <a href="http://www.nasdaqnordic.com">www.nasdaqnordic.com</a> ); <b>Norway:</b> Oslo Stock Exchange ( <a href="http://www.oslobors.no">www.oslobors.no</a> ); <b>Poland:</b> Warsaw Stock Exchange ( <a href="http://www.gpw.pl">www.gpw.pl</a> ); <b>Great Britain:</b> London Stock Exchange: ( <a href="http://www.londonstockexchange.com">www.londonstockexchange.com</a> ); <b>Germany:</b> Deutsche Börse Xetra ( <a href="http://www.xetra.com">www.xetra.com</a> ).

## 28.OBJECTIVES AND INVESTMENT STRATEGY OF THE FUND

Financial objectives, description of objectives	The Fund will invest in shares listed on the Baltic and Northern European markets, as well as on the Polish, British and German markets, aiming to maximise capital gains for the benefit of the Fund Participants, while assuming a medium to higher level of risk.
Investment policy	<p><b>Investment areas:</b> the Fund's main investment focus is on equity securities (shares) of companies doing business in the Baltic States (Lithuania, Latvia and Estonia).</p> <p><b>Investment specialisation:</b> The Fund will limit its activities to the geographical area of the Baltic States and Northern Europe, investing only in the Republic of Lithuania and the countries referred to in point 27 of this Prospectus. The Fund does not have any industry or investment style specialisation.</p> <p><b>Investment objects:</b> at least 50% of the Fund's net assets are invested in shares of companies listed on the Lithuanian, Latvian and Estonian stock exchanges. The remainder of the Fund's net assets may be invested in shares of companies developing part of their activities in the Baltic States which are quoted on other markets referred to in point 27 of this Prospectus, as well as in other investment instruments specified in sub-paragraph 2.2 of the Fund Rules.</p> <p>The Fund's assets may also be invested in units of the Fund of other collective investment undertakings investing in the Baltic States. The Fund's share invested in units of other CIUs may not exceed 10% of the Fund's net assets.</p> <p>To maintain investment liquidity, the Fund's assets may be invested in both government and corporate debt securities. The Fund's share invested in corporate debt securities may not exceed 25% of the</p>

Fund's net assets. Some of the Fund's assets may also be held in cash or invested in money market instruments to reduce the Fund's risk in times of market volatility or in anticipation of a favourable opportunity to acquire shares.

**Benchmark:** The benchmark used to assess the Fund's performance is the OMX Baltic Benchmark Capped Gross Index calculated by the Nasdaq Baltic Stock Exchange. This equity return index covers the shares of the most liquid companies with the largest market capitalisation in all industrial and service sectors in the three Baltic States – Lithuania, Latvia and Estonia. The index is not composite. For more information on the benchmark, see [www.sb.lt](http://www.sb.lt), [www.nasdaqbaltic.com](http://www.nasdaqbaltic.com) and other sources. Bloomberg index ticker: OMXBBPCG Index.

The Fund's assets are invested in sufficiently liquid securities. Significant changes in the value of the Fund's net assets are only likely to occur if there are significant fluctuations in the overall market.

The Fund focuses on long-term investments. The Fund's portfolio management approach is based on identifying attractive economic sectors and companies. Fund managers will actively evaluate and implement new investment ideas.

The Management Company managing the Fund's assets may take out short-term loans (up to 3 months), which may amount to up to 10% of the value of the Fund's net assets. Loans may be taken if necessary to maintain liquidity. This does not imply a prohibition on borrowing foreign currency against which transferable securities or money market instruments are purchased, as long as at least the same amount in another currency is transferred to the lender to secure repayment of the loan.

The composition of the Fund's portfolio complies with the general rules and restrictions set by law.

## 29. DESCRIPTION OF THE FUND'S TYPICAL INVESTOR

The typical customer of the Fund is a non-professional investor with limited investment experience or basic knowledge and general understanding of investment funds, shares and their inherent risks, who can bear the risk of losing a significant part of his/her invested capital (up to 60%), who invests with the aim of growing his/her investments and who plans to invest for up to 5 years.

The Fund may not be suitable for a customer who cannot afford to lose the capital invested, who wishes a predetermined return, or who has an investment horizon of less than 3 years.

The Fund may be distributed in any of the following ways, i.e., by means of an execution-only service, thereby offering or recommending and managing investments under a Portfolio Management Agreement.

## 30. INVESTMENT RISK AND ITS MANAGEMENT

### 30.1 Investment risk

#### **SPECIFIC RISK:**

Specific risk is the risk of a change in the price of securities held in the Fund's investment portfolio due to factors related to the issuer of those securities.

To mitigate this risk, the Fund's investment portfolio will be diversified, including by investing in equity securities of companies operating in different industries.

#### **MARKET VOLATILITY RISK:**

Market volatility risk is the main risk affecting companies in this type of industry, directly affecting changes in the values of the Fund's investment portfolio. The securities market can see dips and rises.

To protect against sudden market fluctuations, the Fund will aim to invest for the longer term and in securities with good future prospects. However, there is a possibility of negative macroeconomic developments, which would affect the securities market as a whole.

#### **MARKET LIQUIDITY RISK:**

Due to the relatively small size of the capital markets in the Republic of Lithuania and some other countries, the Fund may incur losses in the event of an urgent need to sell the securities purchased.

Liquidity risk will be minimised by investing the Fund's resources in securities that are as liquid as possible, while taking care not to jeopardise the Fund's potential long-term investment performance. Investments in highly liquid securities will represent up to 50% of the total resources of the Fund.

#### **THE FUND'S OPERATIONAL RISK:**

There is a risk that, in the event of a sudden increase in the number of redemption applications, the Fund may not be able to settle in due time the redemption of Fund units with the Fund Participants.

To mitigate this risk, the Fund's resources will be invested in securities that are as liquid as possible.

#### **INFLATION RISK:**

The real increase in the Fund's assets may be lower due to inflation, and inflation has a direct impact on interest rates, which in turn affect the value of the Fund's investment portfolio.

Historically, investing in equities has provided sufficient protection against inflation.

#### **COUNTERPARTY AND SETTLEMENT RISK:**

There is a risk of loss due to a counterparty's inability to meet its financial obligations.

Efforts will be made to minimise this risk by limiting transactions to reputable financial institutions with an impeccable track record. The majority of transactions involving the Fund's resources will be settled on a delivery-versus-payment basis.

The Fund's investment portfolio will be diversified to reduce the significant impact of a single position on the portfolio as a whole, but there is no guarantee that the value of the Fund's securities portfolio will increase.

**INTEREST RATE RISK:**

Changes in interest rates can directly affect the value of securities in the Fund's portfolio.

As the majority of the Fund's investment portfolio will consist of shares, the direct impact of this risk on the return on investment of the Fund will be minimal. The Fund will not forecast or manage interest rate risk.

**EXCHANGE RATE VOLATILITY:**

There is a risk that the value of investments will be reduced by unfavourable changes in exchange rates. The impact of exchange rate fluctuations on the value of the Fund's net assets will be minimal as the majority of the Fund's assets will be invested in countries where the euro circulates or where local currencies are linked to the euro. The Fund does not have any upper or lower limits for investments in securities denominated in specific currencies.

**SUSTAINABILITY RISK:**

Sustainability risk is defined as an environmental, social or governance (ESG) event or situation that could have an actual or potential significant negative impact on the value of an investment. For example, the Fund may invest in an issuer whose revenues may decrease or costs may increase due to climate change risks (e.g., reduced production capacity due to supply chain disruptions, lower sales due to demand shocks), or transition risks (e.g., reduced demand for carbon-intensive products and services, or increased production costs due to changing raw material prices). The materialisation of sustainability risk may adversely affect the value of the Fund's net assets, and thus the value of the Fund's investors' assets.

To mitigate this risk, the Management Company also assesses the sustainability factors and associated sustainability risks relevant to the specific investment being analysed and applies a Policy for Integration of Responsible Investment and Sustainability Risks.

**RESPONSIBLE INVESTMENT RISK:**

The ESG rating process reduces the pool of potential investments. Applying ESG criteria may mean that a sub-fund's investment returns under certain conditions in the macroeconomic environment and financial markets will be different (lower or higher) than the returns that would have been earned if the sub-fund had not invested in accordance with the ESG principles. In addition, the ESG principles and criteria used by the Management Company may differ from those used by investors and/or other market participants and, as a result,

the Management Company's investment decisions may not coincide with the assessments of investors and/or other market participants. Due to a variety of circumstances, it can be difficult to correctly assess whether a particular company meets the Management Company's ESG criteria, which may lead to a decision not to invest in a company that meets the ESG criteria or vice versa.

30.2 Investment risk management techniques chosen

To effectively manage the above risks, the Management Company uses generally accepted risk management techniques that meet the portfolio diversification requirements and investment restrictions set out in the Law on Collective Investment Undertakings.

The investment risk management approaches chosen are set out in sub-paragraph 30.1 along with the description of specific risks.

30.3 Potential outcomes of the use of derivatives in risk management

In non-standard market situations, the Fund may use derivative financial instruments to manage currency and credit risk.

30.4 Where and how to get information on risks

Information on risks is provided free of charge to investors who request it on weekdays at Šiaulių Bankas branches, by telephone at 1813 (+370 37 301 337 when calling from abroad) or by e-mail to info@sb.lt, on the website www.sb.lt, and at all distributors of the Fund.

**31. INVESTMENT ADVISERS**

—

**V. INFORMATION ON THE FEEDER AND THE MASTER UNDERTAKINGS**

32.– 38.

—

**VI. SUSTAINABILITY**

**39. INFORMATION ON INTEGRATING SUSTAINABILITY INTO OPERATIONS.**



**39.1. Integration of sustainability risks.** Sustainability risk is defined as an environmental, social or governance event or situation that could have an actual or potential significant negative impact on the value of an investment. This risk may be relevant both as a stand-alone risk category and as part of other risks, including market, credit, liquidity and other risks. As the Fund may invest in financial instruments that may be subject to sustainability risks, the materialisation of these risks may adversely affect the value of the Fund's net assets, and therefore the value of the Fund's investors' assets.

In making investment decisions, the Management Company seeks to assess all the risks and factors that may affect the value and performance of investments. Accordingly, the Management Company also assesses the sustainability factors relevant to the specific investment being analysed (hereinafter, the 'ESG factors') and the associated sustainability risks, in addition to assessing all other risks and factors that may have a real or potential negative impact on the value of investments.

In addition, the Management Company has adopted and applies a Policy for Integration of Responsible Investment and Sustainability Risks, which details the integration of the assessment of ESG risks and factors into the Management Company's investment decision-making process. This includes elements such as negative screening, initial and periodic analysis of ESG risks and opportunities, engagement and participation, positive screening, among others. The Fund does not aim at sustainable investments within the meaning of Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, nor is it intended to promote environmental or social performance, or any combination of such performance. The investments related to this financial product do not take into account the EU criteria for environmentally sustainable economic activity under Regulation (EU) 2020/852 of the European Parliament and of the Council.

**39.2. Assessing the likely impact of sustainability risks on the Fund's investment returns.** In view of the Fund's investment strategy in relation to sustainability factors, the Management Company considers that the impact of sustainability risks on the Fund's potential investment returns is in line with the impact of general investment risks, including market, credit and liquidity risks, and does not have a specific impact on the Fund's investment performance and/or the extent of the risks it takes on.

**39.3. Assessment of negative impacts on sustainability.** Although the Management Company has integrated the assessment of sustainability risks into its investment decision-making procedures and applies some other ESG practices, the principal adverse impacts (PIAs) on sustainability factors, as defined in Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector, are not currently taken into account when making investment decisions. In the opinion of the Management Company, the ability to collect information from issuers of financial instruments in which the Fund invests is currently limited.

**39.4. Other sustainability-related information.**

For more detailed information on the integration of sustainability risk into the investment decision-making process and other aspects of the assessment of ESG factors, please visit the company's website at [www.sb.lt](http://www.sb.lt).

## VII. MANAGEMENT

### 40. MANAGEMENT SCHEME

—

### 41. MANAGEMENT BODIES

—

### 42. GENERAL MEETING OF SHAREHOLDERS

—

### 43. MEMBERS OF THE MANAGEMENT BODIES, SUPERVISORY BOARD

—

### 44. INFORMATION ON THE MANAGEMENT COMPANY

44.1 Full name of the Management Company, head office, registration number, type of company, Authorisation for Management Activities number, methods of calculating remuneration to the Management Company	SB Asset Management UAB Gynėjų g. 14, 01109 Vilnius 306241274 Private Limited Liability Company Licence No. 22 issued by the Bank of Lithuania on 29 August 2023 The amount and method of calculation of the remuneration to the Management Company are set out in point 17 of this Prospectus.
44.2 Names of company managers, information about their activities in other companies, institutions and organisations	<p><b>Vaidotas Rūkas</b> – Director of the Management Company.                  Participation in other companies, institutions and organisations:</p> <ul style="list-style-type: none"> <li>- Member of the Investment Committee of life insurance company SB Draudimas UAB;</li> <li>- Member of the Board of Lithuanian Investment and Pension Funds Association (LIPFA).</li> </ul> <p><b>Tomas Varenbergas</b> – Chairman of the Board of the Management Company                  Participation in other companies, institutions and organisations:</p> <ul style="list-style-type: none"> <li>- Chairman of the Board of life insurance company SB Draudimas UAB;</li> <li>- Member of the Board of Šiaulių Bankas AB;</li> <li>- Head of Investment Management Division of Šiaulių Bankas AB.</li> </ul> <p><b>Laura Križinauskienė</b> – Member of the Board of the Management Company.                  Participation in other companies, institutions and organisations:</p>

	<ul style="list-style-type: none"> <li>- Member of the Board of Šiaulių Bankas AB; Head of Private Client Division of Šiaulių Bankas AB.</li> </ul> <p><b>Algimantas Gaulia</b> – Member of the Board of the Management Company. Participation in other companies, institutions and organisations:</p> <ul style="list-style-type: none"> <li>- Member of the Board of life insurance company SB Draudimas UAB;</li> <li>- Member of the Board of Šiaulių Bankas AB;</li> <li>- Head of Risk Management Division.</li> </ul>
44.3 Material provisions of the agreement with the Management Company that may be of interest to security holders	–
44.4 Indicate whether the Management Company is established in a Member State other than the home Member State of the harmonised collective investment undertaking	–
44.5 Other entities managed by the Management Company and their investment strategy	<p>SB Asset Management UAB currently also manages one (1) harmonised composite investment fund consisting of two (2) sub-funds, two (2) closed-end special investment funds, eight (8) second-pillar pension funds and five (5) third-pillar pension funds. Below is a more detailed description of the managed products.</p> <p><b>INVESTMENT FUNDS</b></p> <p>INVL Umbrella Fund – a harmonised composite investment fund consisting of 2 sub-funds:</p> <ul style="list-style-type: none"> <li>- <b>INVL Emerging Europe Bond Sub-Fund</b> (INVL Umbrella Fund) – invests in the debt securities of the governments and corporates in emerging Europe that appear to be the most attractive in terms of credit analysis. The sub-fund’s managers combine riskier (corporate bonds) and safer (government bonds) investments in order to ensure an even return on investment. The objective of the sub-fund is to ensure balanced growth of the sub-fund’s assets.</li> <li>- <b>INVL Emerging Markets Bond Sub-Fund</b> (INVL Umbrella Fund) – invests in the manager’s selection of the most promising government, municipal and corporate debt securities in the developing world. The sub-fund combines riskier (corporate bonds) and safer (government, municipal bonds) investments in order to ensure an even return on investment. The objective of the sub-fund is to ensure balanced growth of assets.</li> </ul> <p><b>CLOSED-END SPECIAL INVESTMENT FUNDS</b></p> <ul style="list-style-type: none"> <li>- <b>INVL Alternative Investment Fund</b> – invests in other collective investment undertakings, including special collective investment undertakings that meet the applicable requirements and collective investment undertakings other than harmonised CIUs, which in turn invest the bulk of their assets in an alternative asset class comprising private equity, energy and infrastructure, tangible assets (real estate, forests, land), private debt and other alternative asset classes.</li> <li>- <b>INVL Alternative Investment Fund II</b> – invests in other collective investment undertakings, including special collective investment undertakings that meet the applicable requirements and collective investment undertakings other than harmonised CIUs, which in turn invest the bulk of their assets in an alternative asset class comprising private equity, private debt, real assets (real estate, forests, land) and other alternative asset classes.</li> </ul> <p><b>SECOND-PILLAR PENSION FUNDS</b></p> <ul style="list-style-type: none"> <li>- <b>INVL Pension 1954-1960 Index Plus</b> – a life-cycle fund for people born between 1954 and 1960.</li> <li>- <b>INVL Pension 1961-1967 Index Plus</b> – a life-cycle fund for people born between 1961 and 1967.</li> <li>- <b>INVL Pension 1968-1974 Index Plus</b> – a life-cycle fund for people born between 1968 and 1974.</li> <li>- <b>INVL Pension 1975-1981 Index Plus</b> – a life-cycle fund for people born between 1975 and 1981.</li> <li>- <b>INVL Pension 1982-1988 Index Plus</b> – a life-cycle fund for people born between 1982 and 1988.</li> <li>- <b>INVL Pension 1989-1995 Index Plus</b> – a life-cycle fund for people born between 1989 and 1995.</li> </ul>

- **INVL Pension 1996-2002 Index Plus** – a life-cycle fund for people born between 1996 and 2002.

The life-cycle pension funds managed by SB Asset Management UAB invest the bulk of their assets in equities until the average age of the target group reaches 48 years. At 17 years before retirement, the fund starts to reduce the share of equities and increase the share of bonds. When the average age of the target age group reaches 64 years, the expected proportion of equities in the fund is 10%, but can range between 0% and 20%.

- **INVL Pension Asset Preservation Fund.** The fund is intended for the funds of persons of retirement age. The purpose of the fund is to preserve the purchasing power of accumulated assets in the long run, therefore at least 80% of the assets are invested in a safer asset class – bonds.

#### THIRD-PILLAR PENSION FUNDS

- **INVL Drąsus** – invests in corporate equities without limitation to investment regions or sectors.
- **INVL Apdairus** – invests equally in equities, bonds and real estate without limitation to investment regions or sectors.
- **INVL Stabilus** – invests in bonds issued or guaranteed by governments or municipalities, as well as corporate bonds.
- **INVL EXTREMO III 16+** pension fund invests in corporate equities and related investments without limitation to investment regions or sectors.
- **INVL MEDIO III 47+** pension fund invests up to 50% of its assets in corporate equities and related investments and at least half of its assets in bonds issued or guaranteed by governments and central banks, bank deposits and corporate bonds.

44.6 Management Company's authorised capital, subscribed and paid-up capital

The Management Company's subscribed and fully paid-up authorised capital is EUR 2,800,000, which is divided into 28,000 ordinary registered shares with a nominal value of EUR 100.

#### 44.7 Description of the Remuneration Policy of the Management Company

44.7.1 details of the latest Remuneration Policy, including, but not limited to, a description of how remuneration and other benefits are calculated; the identities of the persons responsible for granting remuneration and other benefits, including the composition of the Remuneration Committee, where one is established:

The Management Company has adopted a Remuneration Policy for risk-takers that complies with the requirements of the Law on Collective Investment Undertakings.

An employee's fixed remuneration includes the employee's monthly salary and fringe benefits, which are granted to the employee irrespective of his/her performance and are paid to all employees who meet certain criteria in accordance with the Management Company's procedures (e.g., pension contributions to voluntary pension funds). The monthly salary and the amount of the salary is laid down in employment contracts and is paid in accordance with the law. The monthly salary is determined in accordance with the requirements of the post and the nature of the work, and in the light of the employee's qualifications and abilities. Monthly salary levels may vary for individual employees in the same position; the level of the salary takes into account the employee's qualifications, experience and personal performance, previous employment with the company or its affiliates (subsidiary, parent or sister company), and other skills and abilities; the level of the monthly salary can also be influenced by the demand for and supply of labour on the labour market.

In addition to the monthly salary, employees may receive an incentive in the form of a bonus based on the achievement of the Management Company's annual business plan and/or budget, the achievement of the annual targets set by the employee's unit and the achievement of the employee's individual plans and tasks. The monthly salary is fixed in such a way as to ensure an appropriate balance between the monthly salary and the bonus. The monthly salary represents a sufficiently high share of the total remuneration paid to the employee to enable the Management Company to operate a flexible incentive policy.

Bonuses are paid in accordance with the following payment deadlines:

- a portion equal to 50% of the amount of the bonus is paid in a single instalment in accordance with the procedure and within the time limits laid down in a decision of the Board of the Management Company;
- the remaining part of the bonus (i.e., the remaining 50% of the bonus) is paid to the employee on a pro-rata basis over a period of three years, i.e., the deferred part of the bonus is pro-rated over the deferral period, commencing not earlier than 1 year after the end of the employee's performance appraisal and paid annually, by paying a pro rata share of the calculated bonus. In individual cases, the Board of the Management Company, which decides on the award of the bonus, has the right to decide on a longer deferral period (normally not exceeding 5 years), taking into account the business cycle of the Management Company and/or the relevant collective investment undertaking or pension fund, the nature of the business, the risks and performance of the employee, as well as any other criteria provided for by law.

The deferral period provided for above does not apply if the annual bonus awarded to the employee is up to 20% of the annual salary and is less than EUR 15,000. In such a case, the total amount of the bonus is paid in a single instalment in accordance with the procedure and

within the time limits set out in the decision of the Board of the Company. The bonus is paid in the same way to employees not classified as risk-takers.

The bonus is paid in cash. The Management Company does not impose a mandatory requirement to pay a proportion of the bonus in financial instruments, in line with the principle of proportionality. However, if the Management Company makes it possible, the bonus may, at the employee's own choice, be replaced by other incentives, such as the granting of financial instruments or their equivalents (stock options, contributions to a private pension fund).

A bonus, including its deferred portion, may only be granted and/or paid to an employee in the event of a sustainable financial situation of the Management Company, taking into account the performance of the Management Company and/or its division, and only if the employee's annual individual appraisal results are positive.

Given the size and organisational structure of the Management Company, there is no Remuneration Committee. The remuneration and bonuses to the CEO, the Internal Auditor and other employees who report/are accountable to the Board in accordance with the management structure approved by the Board will be determined/awarded by the Board. The remuneration of all other employees is determined and bonuses are awarded by the CEO of the Management Company. Details of the members of the Board and the CEO are set out in sub-paragraph 43.2 of the Prospectus.

44.7.2

Details of the latest Remuneration Policy, including but not limited to the Remuneration Policy for Risk-Takers adopted by the Management Company, as well as the identity of the persons responsible for the granting of remuneration and other benefits, are available on the Management Company's website at [www.sb.lt](http://www.sb.lt). A printed copy of the document will be provided free of charge to the investor upon request.

**45. DEPOSITARY**

Full name of the Depositary	SEB Bankas AB
Registration number	112021238
Head office address	Konstitucijos pr. 24, LT-08105 Vilnius, Lithuania
Type of company	Public Limited Liability Company
Main activities	provision of financial services
Director	Sonata Gutauskaitė-Bubnelienė

**46. FINANCIAL INTERMEDIARIES**

Methods of calculating remuneration: the remuneration for intermediation is capped at 0.75 per cent of the value of the transactions concluded by the Fund.

<b>Public Limited Liability Company Šiaulių Bankas</b>	registration No. head office address main activities nature of the agreement with the Management Company	112025254 Tilžės g. 149, LT-76348 Šiauliai Provision of financial services Public Limited Liability Company Šiaulių Bankas is chosen as the main intermediary for transactions involving securities
<b>SEB Bankas AB</b>	registration No. head office address main activities nature of the agreement with the Management Company	112021238 Konstitucijos pr. 24, LT-08105 Vilnius, Lithuania provision of financial services SEB Bankas AB is chosen as an alternative intermediary for transactions involving securities
<b>Orion Securities UAB FMĮ</b>	registration No. head office address main activities nature of the agreement with the Management Company	122033915 A. Tumėno g. 4, LT-01109 Vilnius, Lithuania provision of financial services Orion Securities UAB FMĮ is chosen as an alternative intermediary for transactions involving securities
<b>InterCapital Securities Ltd</b>	registration No. head office address main activities nature of the agreement with the Management Company	122033915 Masarykova 1, 10000 Zagreb, Croatia provision of financial services InterCapital Securities Ltd is chosen as an alternative intermediary for transactions involving securities
<b>WOOD &amp; Company</b>	registration No. head office address main activities nature of the agreement with the Management Company	122033915 Náměstí Republiky 1079/1a, 110 00, Praha 1 - Nové Město, Czech Republic provision of financial services WOOD & Company is chosen as an alternative intermediary for transactions involving securities

**47. DELEGATION OF ADMINISTRATIVE FUNCTIONS**

As of 9 January 2012, the Management Company entrusted the maintenance of the Register of Participants and the accounts of the Fund's units held by them to the Public Limited Liability Company Šiaulių Bankas.

The maintenance of the Register of Unitholders of the Fund is entrusted to the Distributors of Fund units specified in Section 7 of the Prospectus: INVL Financial Advisors UAB FMĮ and foreign distributors through which these investment units were purchased.

The Management Company may also delegate other functions to third parties authorised to provide relevant services.

The Management Company is not entitled to delegate to another company so many of its management functions that it effectively ceases to have them.

The fact that some of the functions are delegated to another company does not relieve the Management Company of its liability.

**48. OTHER INFORMATION CONSIDERED BY MANAGERS TO BE IMPORTANT AND LIKELY TO INFLUENCE INVESTORS' DECISION MAKING.**

The information contained in the Fund Prospectus is not directed to U.S. residents within the meaning of Regulation S under the U.S. Securities Act. The investment funds described in the Prospectus are not registered under any U.S. securities laws and are not intended for sale to U.S. residents or within U.S. jurisdiction.

—

**ADDITIONAL INFORMATION FOR INVESTORS IN THE FEDERAL REPUBLIC OF GERMANY**

This Annex provides additional information for potential investors in the Federal Republic of Germany. This Annex forms an integral part of the Prospectus and should be read in conjunction with the Prospectus. Terms used in the Annex have the same meaning as in the Prospectus, unless a different meaning is apparent from the context.

The information contained in this Annex is reviewed and updated together with the information contained in the Prospectus. The date of publication of the current version of the Prospectus on the Management Company's website [www.sb.lt](http://www.sb.lt) is indicated on the cover page of the Prospectus.

The Harmonised Investment Fund INVL Baltic Fund is established in Lithuania and supervised by the Bank of Lithuania. SB Asset Management UAB is a management company licensed in Lithuania and supervised by the Bank of Lithuania. The Management Company has received the Bank of Lithuania's confirmation of receipt of the Prospectus and/or amendments thereto, which entitles the Management Company to distribute the Fund units in accordance with the procedure and on the terms and conditions set out in the Prospectus.

**INFORMATION AGENT IN GERMANY:**

**FWW Fundservices GmbH**

Münchener Straße 14  
85540 Haar bei München  
Germany

Investors may obtain paper or electronic copies of the Fund's prospectus (in English), Fund Rules (in English), key investor information document (in English or German), and the most recent annual and/or semi-annual financial statements (in English), free of charge, from the information agent in Germany, at the address given above. These documents are also available on the Management Company's website at [www.sb.lt](http://www.sb.lt).

Investors may consult other information and documents required by law with the information agent.

A **PAYING AGENT** is not appointed **in GERMANY** as no printed individual certificates are issued.

Applications for redemption of Fund units are to be submitted to the Management Company through the Distributors specified in the Prospectus in accordance with the procedure set out in the Prospectus. Unless redemption of Fund units is suspended, the Management Company will pay for the redeemed Fund units not later than within seven (7) calendar days from the date of receipt of the Application.

**Publication of prices:** The purchase, redemption and exchange prices and the net asset values of the Fund are available free of charge from the German intermediary indicated above and are published on the website of the Management Company at [www.sb.lt](http://www.sb.lt).

**Distribution fee:** the remuneration paid to distributors for the distribution of the Fund units is capped at 5% of the amount invested by the investor. The exact amount of the distribution fee is provided at the time of purchase of the Fund units.

**Notices and information to German investors in the cases provided for in Article 298 (2) of the German Investment Code (*Kapitalanlagegesetzbuch, KAGB*) will be made available to German investors in a durable medium in accordance with Article 167 of the KAGB and is also available on the website of the Management Company at [www.sb.lt](http://www.sb.lt). All other information and notices to investors are published on the website of the Management Company at [www.sb.lt](http://www.sb.lt).**