

# HSBC Corporate Money Funds Limited

## Prospectus

Date: 28th February 2025



**HSBC** Asset Management

LEGAL - 25/30490.1

# Contents

---

1. Important Information	6
2. Summary	9
2.1. The Company	9
2.2. The Funds	10
2.2.1. Characteristics of a Constant NAV Money Market Fund	10
2.2.2. Characteristics of a Low Volatility NAV Money Market Fund	10
2.3. Share Dealing and Ownership Constraints	11
2.4. Pricing	11
2.5. Valuation Point	11
2.6. Subscriptions and Minimum Holdings	11
Base Currency and Denomination	11
Dividend Policy	11
Reporting Currency	11
Charges and Expenses	11
Rating	12
Investment Objective and Policies of the Fund	12
Manager	12
Administrator	12
Custodian	12
Profile of a Typical Investor	12
Definitions	12
3. Part One	17
3.1. The Funds	17
Low Volatility NAV Money Market Funds	17
3.2. Sterling Fund	17
3.2.1. Investment Objective	17
3.2.2. Share Classes	17
3.2.3. Investment Policy	18
3.2.4. Key Information for Subscriptions and Redemptions	18
3.3. Sterling ESG Fund	20
3.3.1. Investment Objective	20
3.3.2. Share Classes	20
3.3.3. Investment Policy	21

---

---

3.3.4. Key Information for Subscriptions and Redemptions	22
3.4. US Dollar Fund	24
3.4.1. Investment Objective	24
3.4.2. Share Classes	24
3.4.3. Investment Policy	24
3.4.4. Key Information for Subscriptions and Redemptions	25
3.5. US Dollar ESG Fund	27
3.5.1. Investment Objective	27
3.5.2. Share Classes	27
3.5.3. Investment Policy	27
3.5.4. Key Information for Subscriptions and Redemptions	29
3.6. Euro Fund	30
3.6.1. Investment Objective	30
3.6.2. Share Classes	30
3.6.3. Investment Policy	31
3.6.4. Key Information for Subscriptions and Redemptions for the Euro Fund	31
3.7. Canadian Dollar Fund	34
3.7.1. Investment Objective	34
3.7.2. Share Classes	34
3.7.3. Investment Policy	34
3.7.4. Key Information for Subscriptions and Redemptions	35
Constant NAV Money Market Fund	36
3.8. US Treasury Fund	36
3.8.1. Investment Objective	36
3.8.2. Share Classes	36
3.8.3. Investment Policy	37
3.8.4. Key Information for Subscriptions and Redemptions	37
4. General Fund Information	40
4.1. Investment Objective and Policies	40
4.2. Share Classes	40
4.2.1. Distributing Share Class	40
4.2.2. Accumulating Share Class	40
4.3. Subscriptions and Minimum Holdings	41
4.4. Redemptions	42
4.5. Liquidity Management Procedures	43
4.6. Switching	43
4.7. Compulsory Redemption	44
4.8. Dividend Policy	44
4.9. Borrowing Powers and Investment Restrictions	45
4.10. Risk Warnings	45
4.10.1. General	45
4.10.2. Contagion Risk	46
4.10.3. Credit Risk	46
4.10.4. Changes in Interest Rates	46
4.10.5. Derivative Risk	46
4.10.6. Conflict of Interest	47
4.10.7. Legal Risk	47

---

---

4.10.8. Reverse Repurchase Agreements	47
4.10.9. Counterparty and Settlement Risk	47
4.10.10. Market and Liquidity Risk	47
4.10.11. Correlation Risk	48
4.10.12. Currency Transactions	48
4.10.13. Currency of Reference	48
4.10.14. Changes to Net Asset Value	48
4.10.15. Negative Yield	48
4.10.16. Suspension of Valuation	49
4.10.17. Segregation of Assets and Liabilities between the Classes	49
4.10.18. Changes to Share Value	49
4.10.19. Political and/or Regulatory Risks	49
4.10.20. Foreign Account Tax Compliance Act (FATCA)	49
4.10.21. Pandemic Risk	49
4.10.22. ESG Scoring Risk	50
4.10.23. No Investment Guarantee Equivalent to Deposit Protection	50
4.10.24. Legal Requirements	50
4.10.25. Sanctions Risk	50
4.10.26. Asset-Backed and Receivables-Backed Securities	50
4.11. Taxation	51
4.11.1. Bermuda Taxation	51
4.12. Net Asset Value	53
4.13. Temporary Suspension of Determination of Net Asset Value	55
4.14. Publication of Prices and Other Information	56
5. Part Two	57
5.1. Management and Administration	57
5.1.1. Directors	57
5.1.2. Investment Manager	58
5.1.3. Custodian	58
5.1.4. Administrator and Registrar	58
5.1.5. Auditors	58
5.2. Meeting and Reports to Shareholders	58
5.3. Conflicts of Interest	59
5.4. Fees, Charges and Expenses	59
5.4.1. Management, Custodian and Administrator Fees	59
5.4.2. Directors Fees	60
5.4.3. Other Expenses	60
6. General Information	61
6.1. Incorporation and Share Capital	61
6.2. Description of Shares	61
6.3. Bye-laws	61
6.3.1. Variation of Class Rights	61
6.3.2. Voting Rights	61
6.3.3. Changes in Share Capital	62
6.3.4. Directors' Interests	62
6.3.5. Retirement of Directors	62
6.3.6. Transfer of Shares	62
6.3.7. Unclaimed Dividend	62
6.3.8. Indemnities	62
6.3.9. Funds	63

---

---

6.3.10. Winding Up	64
6.4. Material Contracts	64
6.4.1. Management Agreement	64
6.4.2. Custodian Agreement	64
6.4.3. Administration Agreement	65
6.5. Litigation and Arbitration	65
6.6. Miscellaneous	65
6.7. Documents For Inspection	66
7. Appendix 1	67
7.1. Share Class Minimum Initial Subscription and Minimum Holding	67
8. Appendix 2	68
8.1. Share Class Minimum Subsequent Transaction Level	68
9. Appendix 3	69

---

# 1. Important Information

**THIS PROSPECTUS IS IMPORTANT; IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS OF THIS PROSPECTUS YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, OR AN INDEPENDENT FINANCIAL ADVISER.**

Notwithstanding the investment objective of each Fund, it should be appreciated that the value of the Shares may go down as well as up. It should be noted that an investment in a Fund is different in nature from a bank deposit and the principal in a Fund is capable of fluctuation.

Details of certain investment risks for an investor are set out under “Risk Warnings”.

The Directors, whose names appear in Section 5.1, accept responsibility for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Certain terms used in this Prospectus are defined in this document.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted and accordingly persons into whose possession this document comes are required by HSBC Corporate Money Funds Limited (the “Company”) to inform themselves about, and to observe, such restrictions. Prospective applicants for Shares should inform themselves as to legal requirements also applying and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile. This Prospectus does not constitute an offer or solicitation to anyone in any jurisdiction in which such offer is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

The Shares are offered on the basis of the information and representations contained in this Prospectus and any further information given or representations made by any person may not be relied upon as having been authorised by the Company or its Directors. Neither the delivery of this Prospectus nor the allotment or issue of Shares shall under any circumstances create any implication that the information given in this Prospectus is correct as of any time subsequent to the date of this document.

Certain provisions of the Bye-Laws and other documents are summarised in this Prospectus, but it should not be assumed that the summaries are complete and such summaries are qualified in their entirety by the contents of the documents they purport to summarise.

The Company has been authorised as a Bermuda Standard Fund by the Bermuda Monetary Authority (the “BMA”) pursuant to the Investment Funds Act 2006, as amended of Bermuda (the “IFA”). As such, the Company is subject to regulation and supervision as provided for in the IFA. However, the Company should be viewed as an investment suitable only for investors who can fully evaluate and bear the risks involved.

Permission under the Exchange Control Act, 1972 (and Regulations made thereunder) has been obtained from the BMA for the issue of up to 19,999,880,000 common shares of US\$0.10 par value each. Approvals or permissions received from the BMA do not constitute a guarantee by the BMA as to the performance of the Company or creditworthiness of the Company. Furthermore, in giving such approvals or permission, the BMA shall not be liable for the performance or default of the Company or for the correctness of any opinions or statements expressed. In addition, a copy of this Prospectus has been delivered to the Registrar of Companies in Bermuda for filing pursuant to The Companies Act, 1981 of Bermuda. In accepting this document for filing, the Registrar of Companies in Bermuda accepts no responsibility for the financial soundness of any proposal or for the correctness of any of the statements made or opinions expressed with regard to them.

Persons interested in acquiring Shares should inform themselves as to (i) the legal requirements within the countries of their nationality, residence, ordinary residence or domicile for such acquisition; (ii) any foreign exchange restrictions or exchange control requirements which they might encounter on the subscription, acquisition, sale or redemption of

Shares; and (iii) the income tax and other taxation consequences which might be relevant to the acquisition, holding or disposal of Shares. The Shares of the Company, issued or to be issued, have been listed on The Bermuda Stock Exchange. It is not anticipated, at the time, that the Shares will be listed on any other stock exchange.

This Prospectus includes particulars given in compliance with the Listing Regulations of The Bermuda Stock Exchange for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this Prospectus and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading. This Prospectus is being issued by the Company and the Directors of the Company are responsible for its contents, wherever issued.

The Bermuda Stock Exchange takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Prospectus.

This Prospectus should be read in its entirety before making any application for Shares.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of the provisions of the Memorandum of Association and Bye-laws of the Company.

### **Data Privacy Notice**

For information on Data Privacy Notice, please refer to the 'Data Privacy Notices' link found on the Asset Management public website found here:

- ◆ Institutional Investor: <https://www.assetmanagement.hsbc.bm/en/institutional-investor/privacy-policy#openTab=1>.
- ◆ Retail Investor: <https://www.assetmanagement.hsbc.bm/en/individual-investor/privacy-policy#openTab=1>.

### **Restrictions**

The distribution of this Prospectus and the offering or purchase of Shares may be restricted in certain jurisdictions. No persons receiving a copy of this Prospectus or the accompanying application form in any such jurisdiction may treat this Prospectus or such application form as constituting an invitation to them to subscribe for Shares, nor should they in any event use such application form unless, in the relevant jurisdiction, such an invitation could lawfully be made to them and such application form could lawfully be used without compliance with any registration or other legal requirement. Accordingly, this Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation. It is the responsibility of any persons in possession of this Prospectus and any persons wishing to apply for Shares, pursuant to this Prospectus or the accompanying application form, to inform themselves of, and to observe all applicable laws and regulations of any relevant jurisdiction. Prospective applicants for Shares should inform themselves as to the legal requirements of so applying and any applicable exchange control regulations and taxes in the countries of their respective citizenship, residence or domicile.

Distribution of this Prospectus is not authorised in any jurisdiction after publication of the latest annual report and audited accounts of the Company unless accompanied by a copy of such report and audited accounts or the then latest published annual report and audited accounts of the Company and, if published after such report or annual report, a copy of the latest semi-annual report and unaudited accounts. Such reports and this Prospectus together form the prospectus for the issue of Shares in the Company.

**United States**

The Shares in the Fund have not been and will not be registered under the United States Securities Act of 1933 (the "Securities Act") or under the securities laws of any state and the Fund has not been and will not be registered under the Investment Company Act 1940 (the "Investment Company Act"). This Prospectus may not be distributed, and the Shares in the Fund may not be offered or sold within the United States or to US Persons, (as specified under "US Person" definition of the Prospectus), except in a transaction not subject to, or pursuant to an exemption from, the registration requirements of the Securities Act and any applicable state securities laws and which would not require the Fund to register under the Investment Company Act.

**Canada**

The Shares described in this Prospectus may only be distributed to Canadian nationals or in Canada exclusively through HSBC Securities Inc. by way of exempt distribution to accredited investors as defined in National Instrument 45-106 Prospectus and Registration Exemption who qualify as permitted clients under National Instrument 31-103 - Registration Requirements, Exemptions and On-going Registrant Obligation. This Prospectus may not be used to solicit, and will not constitute a solicitation of, an offer to buy shares to Canadian nationals or in Canada unless such solicitation is made by HSBC Securities Inc.. For the avoidance of doubt, the Shares may be solicited or offered to Canadian non-residents providing that their registered addresses are not in Canada.

The Bye-laws of the Company give powers to the Directors to impose restrictions on the holding of Shares by or the transfer of Shares in certain circumstances.

Shares are offered only on the basis of the information contained in this Prospectus. Any further information or representation given or made by any dealer, salesman or other person should be disregarded and accordingly should not be relied upon. Neither the delivery of this Prospectus nor the offer, issue or sale of Shares shall, under any circumstances, constitute a representation that the information given in this Prospectus is correct as of any time subsequent to the date of this Prospectus. Statements made in this Prospectus are based on the law and practice currently in force.

## 2. Summary

### 2.1. The Company

HSBC Corporate Money Funds Limited (the “Company”), formerly All Points Corporate Money Funds Limited, has been incorporated in Bermuda as an exempted mutual fund company to carry on the business of a mutual fund company and, as such, has the power to issue and redeem its Shares at their Net Asset Value as calculated in the manner described herein.

The Company operates different Funds with multiple Classes. Shares may be designated into separate Classes within a Fund with different investment objectives and policies. Additional Funds and/or Classes may be added in the future.

The assets, liabilities, income earnings, costs and expenses attributable to a Fund will, in accordance with the Bye-Laws, be applied to that Fund and kept separate and segregated from those generally attributable to the Company and/or other Funds. Any assets, liabilities, income, earnings, costs and expenses not attributable to a particular Fund will be allocated between all Funds in such manner, and on such basis, as the Directors in their discretion shall deem fair and equitable (which basis may be varied from time to time).

Shares are being offered in the Sterling Fund, the Sterling ESG Fund, the US Dollar Fund, the US Dollar ESG Fund, the Euro Fund, the Canadian Dollar Fund, and the US Treasury Fund; see Part One for further details. The Directors may create and add other Funds and classes of Shares in the future, without shareholder approval.

Prospectus for:

- ◆ Sterling Fund – Class A, Class B, Class C, Class I and Class R
- ◆ Sterling ESG Fund – Class A, Class B, Class C, Class I and Class R
- ◆ US Dollar Fund – Class A, Class B, Class C, Class I and Class R
- ◆ US Dollar ESG Fund – Class A, Class B, Class C, Class I and Class R
- ◆ Euro Fund – Class A, Class B, Class C, Class I and Class R
- ◆ Canadian Dollar Fund – Class A, Class B, Class C, Class I and Class R
- ◆ US Treasury Fund – Class A, Class B, Class C and Class I

A separate portfolio of assets will be maintained in relation to each Fund of the Company. In addition, the Shares in each Fund may be divided into a number of different classes.

The Company is managed by HSBC Global Asset Management (Bermuda) Limited (the “Manager”), a wholly-owned subsidiary of HSBC Bank Bermuda Limited.

The Directors may, from time to time, determine when a Class is open or closed for subscriptions.

A revised Prospectus or Supplement containing details of any new Fund or class of Shares will be issued by the Directors at the time of the creation of such Fund or class of Shares.

In order to give effect to the various rights and privileges, fee structure and other terms attaching to each Class of Share, each Fund’s assets and liabilities will be segregated into separate Classes with a Fund. Proceeds from the issuance of Shares of a particular Class will be applied in the books of the Company to the applicable Class within each Fund.

The Company acts as a “feeder fund” in a master-feeder structure and generally invests substantially all of its assets in corresponding fund and share classes in an Irish organised fund called “HSBC Global Liquidity Fund plc” (the “Master Fund”). In addition, a Fund may also invest substantially all or some of its assets in other collective investment schemes following similar investment strategies and objectives to that pursued by the applicable Fund.

As at the date hereof, the US Treasury Fund invests a significant portion of its assets in shares of the BNY Mellon Liquidity Funds plc - BNY Mellon US Treasury Fund, an investment fund operated and managed by BNY Mellon and domiciled in Ireland.

Unless otherwise indicated, reference in this Prospectus to the investment activity of a "Fund" means the investment activity of the applicable Fund through the Master Fund or in the case of the US Treasury Fund, the BNY Mellon Liquidity Funds plc. ("BNY"). Notwithstanding the foregoing, a Fund may also invest in cash, money market instruments, loans, interest rate swaps, adjustable rate securities, repurchase agreements, short-dated bonds, government securities and other short-term instruments directly which the Manager believes to be of appropriate credit quality and which are consistent with the investment objective of the applicable Fund.

## 2.2. The Funds

Each Fund is categorized as follows in order to match similar required categorization at the Master Fund level and as further explained below:

Low Volatility NAV Money Market Funds	Constant NAV Money Market Funds
◆ HSBC US Dollar Liquidity Fund	◆ HSBC US Treasury Liquidity Fund
◆ HSBC US Dollar ESG Liquidity Fund	
◆ HSBC Sterling Liquidity Fund	
◆ HSBC Sterling ESG Liquidity Fund	
◆ HSBC Euro Liquidity Fund	
◆ HSBC Canadian Dollar Liquidity Fund	

### 2.2.1. Characteristics of a Constant NAV Money Market Fund

A Constant NAV Fund operates as follows:

- ◆ seeks to maintain a stable Net Asset Value per share;
- ◆ values its assets using the amortised cost valuation methodology; and
- ◆ invests at least 99.5% of its assets in government issued or guaranteed short term debt securities, reverse repurchase agreements collateralised with government debt and cash.

### 2.2.2. Characteristics of a Low Volatility NAV Money Market Fund

A Low Volatility NAV Money Market Fund operates as follows:

- ◆ seeks to maintain a stable Net Asset Value per Share; and
- ◆ values its assets using the amortised cost valuation methodology only where the residual maturity of the asset does not exceed 75 days and the mark-to-market (or mark-to-model) value of the asset does not deviate by more than 0.10% from its amortised cost value; in all other cases, assets shall be valued using mark-to-market (or mark-to-model) prices.

A Low Volatility NAV Money Market Fund shall calculate a Net Asset Value using the valuation methods described above and shall additionally calculate a Net Asset Value using solely mark-to-market and/or mark-to-model prices. If the difference in Net Asset Value per Share calculated without using mark-to-market and/or mark-to-model valuation methodologies deviates by more than 0.20% from the stable Net Asset Value per share (using the amortised cost method) at a Valuation Point for the applicable Fund, subscriptions and redemptions in Shares of the applicable Fund on that Dealing Day will instead be calculated at the Net Asset Value per Share established using mark-to-market and/or mark-to-model methods rather than at a stable Net Asset Value per share.

A fuller description of features of each product type is available from the HSBC's website

<https://www.assetmanagement.hsbc.bm>.

## 2.3. Share Dealing and Ownership Constraints

Shares can normally be purchased or sold on any Business Day. See Part One for further details.

Retail Investors are required by the Banker, as a distributor of the Company Shares, to hold their interest in Shares with respect to each Fund through a third party as their shareholder custodian for such shareholding. The Banker will assist with the establishment of a shareholder custody account with the shareholder custodian. The Banker will, on behalf of Retail Investors, conduct all dealing in Shares through such shareholder custody account. See Part One for further details.

It should be noted that Shares acquired through the Banker and held by a shareholder custodian on behalf of Retail Investors, will be registered in the name of the shareholder custodian and not the Retail Investor.

## 2.4. Pricing

There is a single price for buying and selling Shares in a Fund. This is represented by the Net Asset Value per Share of the relevant class of Shares of the relevant Fund. The Net Asset Value per share for Distributing Share Classes will be quoted to four decimal places, and prices for Accumulating Share Classes may be quoted up to eight decimal places.

A Redemption Fee of up to 3% of the Net Asset Value per Share may, at the discretion of the Directors, be deducted from the redemption proceeds on any Dealing Day in exceptional circumstances, for further details please refer to the Net Asset Value section in Part One.

## 2.5. Valuation Point

The Net Asset Value per Share of each Fund will be calculated at the relevant Valuation Point for each Fund; see Part One for further details.

## 2.6. Subscriptions and Minimum Holdings

The minimum initial subscription, minimum subsequent transaction level and minimum holdings in any Fund or class of Shares will be determined by the Directors at the time of the creation of a Fund or class of Shares. This amount may be increased or decreased at the Directors' discretion. See the General Fund Information section in Part One for further details.

### **Base Currency and Denomination**

The base currency of each Fund and the denomination of each class of Shares will be determined by the Directors at the time of creation of a Fund or class of Shares; see Part One for further details.

### **Dividend Policy**

The dividend policy for each class of Shares will be determined by the Directors; see Part One for further details.

### **Reporting Currency**

For the purposes of the compilation of the annual report and accounts of the Company, the reporting currency for each Fund will be their base currency.

### **Charges and Expenses**

The Company will pay a fee to the Manager. The Manager, out of the management fee it receives for its services, shall be responsible for the payment of the fees and expenses of the Custodian and Administrator and will also bear

the Company's pro rata share of any expenses indirectly incurred by the Company as a result of its investment in the Master Fund. The Company bears all other costs and operating expenses of the Company; see Part One and Part Two for further details.

### Rating

The Funds propose to invest in short-term securities, instruments and obligations which at the time of purchase have a credit rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor's. In addition, it is the intention of the Directors to arrange for each Fund to maintain a "Triple A" rating from at least one of the most recognised rating agencies. The Directors will ensure that each of the Funds will invest in securities which are consistent with maintaining this rating.

Investors should note that ratings of the Funds from external rating agencies are financed by the Company.

See Part One for further details.

### Investment Objective and Policies of the Fund

The Funds will seek to provide investors with security of capital, a competitive investment return and liquidity by investing in a diversified portfolio of short term securities, instruments and obligations which the Manager considers to be of high quality.

### Manager

The Manager for each Fund is HSBC Global Asset Management (Bermuda) Limited.

### Administrator

HSBC Securities Services (Bermuda) Limited serves as the Company's Administrator and provides fund accounting and net asset value calculations for the Company.

### Custodian

HSBC Continental Europe serves as custodian to the Company.

### Profile of a Typical Investor

The Funds are designed for investors seeking security of capital and daily liquidity together with an investment return comparable to normal money market interest rates.

Shares in the Company are available to investors such as corporations, banks, broker dealers, custodians/depositaries, fund managers, pension funds, charities, local authorities, other institutions and retail investors that seek investment of short-term funds for their own accounts.

### Definitions

In this Prospectus:

<b>Accumulating Share Class</b>	means any Class of Shares in a Fund in respect of which the net income and capital gains attributable to that class is retained and reflected in the price of Shares and not paid out.
<b>Administrator</b>	means HSBC Securities Services (Bermuda) Limited or such other person from time to time appointed by the Company as the administrator of the Company;
<b>Administration Agreement</b>	means the agreement dated 8 November 2017 between the Company and the Administrator as amended, supplemented or otherwise modified from time to time;
<b>Banker</b>	means HSBC Bank Bermuda Limited;
<b>Base Currency</b>	means the currency of account of a Fund as determined by the Directors at the time of the creation of a Fund;
<b>Bermuda Stock Exchange</b>	means the Bermuda Stock Exchange and any successor thereto;

<b>BMA</b>	means the Bermuda Monetary Authority or any successor authority;
<b>Business Day</b>	means a day on which the banks in Bermuda and the Federal Reserve banks in the United States and, where applicable, banks in the jurisdiction of the Base Currency of the relevant Fund are open for business and/or any other day or days which the Manager may determine from time to time. Business days for new funds will be decided by the Directors at the time of the creation of such funds;
<b>Bye-laws</b>	means the Bye-laws of the Company as may be amended from time to time;
<b>Canadian Dollar or CA\$</b>	means the Canadian Dollar, the lawful currency of Canada and includes any successor currency;
<b>Canadian Resident</b>	<ol style="list-style-type: none"> <li>1. An individual, if <ol style="list-style-type: none"> <li>a. the individual's primary principal residence is located in Canada; or</li> <li>b. the individual is physically located in Canada at the time of the offer, sale or other relevant activity</li> </ol> </li> <li>2. A corporation, if <ol style="list-style-type: none"> <li>a. the corporation's head office or principal office is located in Canada; or</li> <li>b. securities of the corporation that entitle the holder to elect a majority of the directors are held by Canadian Resident individuals (as described above) or by legal persons resident or otherwise located in Canada; or</li> <li>c. the individuals that make investment decisions or provide instructions on behalf of the corporation are Canadian Resident individuals (as described above)</li> </ol> </li> <li>3. A trust, if <ol style="list-style-type: none"> <li>a. the principal office of the trust (if any) is located in Canada; or</li> <li>b. the trustee (or in the case of multiple trustees, the majority of trustees) are Canadian Resident individuals (as described above) or are legal persons resident or otherwise located in Canada; or</li> <li>c. the individuals that make investment decisions or provide instructions on behalf of the trust are Canadian Resident individuals (as described above)</li> </ol> </li> <li>4. A partnership, if <ol style="list-style-type: none"> <li>a. the partnership's head office or principal office (if any) is located in Canada; or</li> <li>b. the holders of the majority of the interests of or in the partnership are held by Canadian Residents (as described above); or</li> <li>c. the general partner (if any) is a Canadian Resident (as described above); or</li> <li>d. the individuals that make investment decisions or provide instructions on behalf of the partnership are Canadian Resident individuals (as described above)</li> </ol> </li> </ol>
<b>Class</b>	means a sub-division of the share capital of the Company into classes of Shares, one or more of which may participate in a separate portfolio of assets and/or Fund;
<b>Companies Act</b>	means the Companies Act 1981 of Bermuda (as amended, consolidated or supplemented from time to time);
<b>Company</b>	means HSBC Corporate Money Funds Limited;
<b>Custodian</b>	means HSBC Continental Europe or such other person from time to time appointed by the Company as the custodian of the Company;
<b>Custodian Agreement</b>	means the agreement dated 4 January 2021 between the Company and the Custodian as amended, supplemented or otherwise modified from time to time;
<b>Dealing Day</b>	means every Business Day or such other day in addition thereto or in substitution therefor as may from time to time be determined by the Manager or Directors either in any particular case or generally;

<b>Dealing Deadline</b>	in relation to a Fund and/or Class the time by which an application for subscription or a request for conversion or redemption must be received by the Company, as is set out Part One, as they may be amended from time to time, or such other time(s) or day(s) as the Manager or Directors may from time to time determine either in any particular case or generally;
<b>Directors</b>	means the directors of the Company for the time being and any duly constituted committee thereof;
<b>Distributing Share Class</b>	means any Class of Shares in a Fund in respect of which the net income attributable to that class will be distributed to Shareholders;
<b>Dollar or US\$ or \$</b>	means the United States Dollar, the lawful currency of the United States of America and includes any successor currency;
<b>Electronic Means</b>	means communications sent by email, SWIFT, computer, electronic portal or by the use of scanned or digital signatures or any other electronic means;
<b>ESG</b>	means environmental, social and governance factors which can be considered non-financial performance indicators which include ethical, sustainability and corporate governance issues;
<b>Euro or EUR or €</b>	means the European currency unit;
<b>FATCA</b>	means Foreign Account Tax Compliance Act;
<b>Fund or Funds</b>	means a fund established and maintained by the Company in connection with one or more class(es) of Shares created for issue within which all assets and liabilities attributable to the relevant class or classes of Shares shall be held. The Funds existing as of the date of this Prospectus are the Sterling Fund, the Sterling ESG Fund, the US Dollar Fund, the US Dollar ESG Fund, the Euro Fund, the Canadian Dollar Fund and the US Treasury Fund;
<b>Intermediary</b>	means a person who: <ul style="list-style-type: none"> <li>a. carries on a business which consists of, or includes, the receipts of payments from an investment undertaking on behalf of other persons; or</li> <li>b. holds units in an investment undertaking on behalf of other persons;</li> </ul>
<b>Manager</b>	means HSBC Global Asset Management (Bermuda) Limited;
<b>Minimum Holding</b>	means any minimum aggregate holding of Shares in a Class that must be maintained by a Shareholder, the details of which are contained in Part One;
<b>Minimum Initial Investment</b>	means any minimum aggregate subscription amount required to initially be invested in the Company, or a Class of Shares by a new subscriber, as the case may require, the details of which are contained in Part One;
<b>Minimum Subsequent Transaction Level</b>	means any minimum dealing requirement in the Shares in a Fund by an existing Shareholder, details of which are contained in Part One;
<b>Master Fund</b>	means the HSBC Global Liquidity Fund plc, an investment fund organised in Ireland in which the Company invests substantially all of the assets of each Fund;
<b>Moody's</b>	means Moody's Investor Service Inc.;
<b>Negative Net Yield</b>	means the Yield which is negative following the deduction of the charges and expenses payable in respect of the relevant Distributing Share Class (as set out in Part One of the Prospectus) as at the Valuation Point for the relevant Dealing Day in respect of such Shares;
<b>Negative Gross Yield</b>	means in respect of Shares of a Distributing Share Class, the Yield which is negative before the deduction of the charges and expenses payable in respect of the Distributing Share Class (as set out in Part One of the Prospectus) as at the Valuation Point for the relevant Dealing Day in respect of such Shares;
<b>Negative Yield</b>	means the Negative Net Yield or the Negative Gross Yield as applicable;
<b>Net Asset Value of a Fund or Net Asset Value per Share</b>	means the amount determined on any Business Day in accordance with the principles set out under "Net Asset Value as being the Net Asset Value per Share of a Fund or Class of Shares in a Fund, as the case may be;
<b>OECD</b>	means the Organisation for Economic Co-Operation and Development. Current membership can be found at <a href="http://www.oecd.org/about/membersandpartners/">http://www.oecd.org/about/membersandpartners/</a> ;

<b>Offer Price</b>	means the price at which Shares are offered, details of which are contained in Part One or in the relevant Supplement issued at the time of creation of a Fund or class of Share;
<b>Redemption Fee</b>	means a charge which may be deducted from the redemption proceeds of Shares, further details of which is set out under "Redemptions";
<b>Retail Investor</b>	means an individual investor or individual person;
<b>Secretary</b>	means HSBC Securities Services (Bermuda) Limited;
<b>Shares</b>	means Shares in a Fund which may be comprised of different Classes of Shares;
<b>Shareholder</b>	means a holder of Shares;
<b>SIFMA</b>	means the Securities Industry and Financial Markets Association;
<b>Standard &amp; Poor's</b>	means Standard & Poor's Corporation;
<b>Sterling or £</b>	means pounds sterling, the lawful currency of the United Kingdom and includes any successor currency;
<b>Supplement</b>	means any Supplement to this Prospectus;
<b>TARGET</b>	means the TARGET (Trans European Automated Real Time Gross Settlement Express Transfer) system;
<b>US Law</b>	The laws of the United States of America (including the States and the District of Columbia), its territories, possessions and all other areas subject to its jurisdiction. US Law shall additionally include all applicable rules and regulations, as supplemented and amended from time to time, as promulgated by any US regulatory authority, including, but not limited to, the Securities and Exchange Commission and the Commodity Futures Trading Commission;
<b>US Person</b>	<p>for the purposes of this restriction, the term US Person ("USP") shall mean the following:</p> <ol style="list-style-type: none"> <li>1. An individual who is a resident of the US under any US Law;</li> <li>2. A corporation, partnership, limited liability company, collective investment vehicle, investment company, pooled account, or other business, investment, or legal entity: <ol style="list-style-type: none"> <li>a. created or organised under US Law;</li> <li>b. created (regardless of domicile of formation or organisation) principally for passive investment (e.g. an investment company, fund or similar entity excluding employee benefit or pension plans): <ol style="list-style-type: none"> <li>i. and owned directly or indirectly by one or more USPs who hold, directly or indirectly, in aggregate a 10% or greater beneficial interest, provided that any such USP is not defined as a Qualified Eligible Person under CFTC Regulation 4.7(a);</li> <li>ii. where a USP is the general partner, managing member, managing director or other position with authority to direct the entity's activities;</li> <li>iii. where the entity was formed by or for a USP principally for the purpose of investing in securities not registered with the SEC unless such entity is comprised of non-natural Accredited Investors; or</li> <li>iv. where more than 50% of its voting ownership interests or non-voting ownership interests are directly or indirectly owned by USPs.</li> </ol> </li> <li>c. that is an agency or branch of a non-US entity located in the US; or</li> <li>d. that has its principal place of business in the US;</li> </ol> </li> <li>3. A trust created or organised under US Law. A trust (regardless of domicile of formation or organisation) where: <ol style="list-style-type: none"> <li>a. any settlor, founder, trustee, or other person responsible in whole or in part for investment decisions for the trust is a USP;</li> </ol> </li> </ol>

- 
- b. the administration of the trust or its formation documents are subject to the supervision of one or more US courts; or
  - c. the income of which is subject to United States income tax regardless of source.
4. An estate of a deceased resident of the United States at the time of death or the income of which is subject to United States income tax regardless of source. An estate of a deceased person, regardless of the deceased person's residence while alive, where an executor or administrator having sole or shared investment discretion is a USP or the estate is governed by US Law.
  5. An employee benefit or pension plan established and administered in accordance with US Law. An employee benefit or pension plan established for employees of a legal entity that is a USP or has its principal place of business in the US.
  6. A discretionary or non-discretionary or similar account (including a joint account) where one beneficial owner is a USP or held for the benefit of a USP. A discretionary or similar account held by a dealer or fiduciary organised in the US.

If, subsequent to a Shareholder's investment in the Company, the Shareholder becomes a US Person, such Shareholder (i) will be restricted from making any additional investments in the Company and (ii) as soon as practicable have its Shares compulsorily redeemed by the Company (subject to the requirements of the Bye-laws and the applicable law).

The Company may, from time to time, waive or modify the above restrictions.

---

**Valuation Point**

in relation to a Fund has the meaning set out in Part One. The Valuation Point for new Funds or Shares will be decided by the Directors at the time of creation of such Funds or Shares;

---

**Yield**

means in respect of Shares of a Distributing Share Class, the percentage amount representing the net income and gains attributable to the applicable Shares divided by the Net Asset Value of such Shares as at the Valuation Point for the relevant Dealing Day in respect of such Shares.

---

## 3. Part One

### 3.1. The Funds

Part One contains particulars relating to the Funds of the Company existing on the date of this Prospectus. The Directors may create and add other Funds and classes of Shares in the future, without shareholder approval. Each class of Share in a Fund may have different characteristics including, without limitation, dividend policies, redemption terms, charging structures and the Minimum Initial Subscription. Details of the charges and expenses applicable to the Share are set out in the Prospectus.

Save as described herein, the Company acts as a “feeder fund” in a master-feeder structure and generally invests substantially all of its assets in corresponding Fund and shares classes in an Irish organised fund called “HSBC Global Liquidity Funds plc”.

Notwithstanding the foregoing, a Fund may also invest in cash, money market instruments, loans, interest rate swaps, adjustable rate securities, repurchase agreements, short-dated bonds, government securities and other short-term instruments and/or other investment funds, pursuing a similar investment strategy to a Fund, directly which the Manager believes to be of appropriate credit quality and which are consistent with the investment objective of the applicable Fund. As at the date hereof, the US Treasury Fund invests a significant portion of its assets in shares of the BNY Mellon Liquidity Funds plc - BNY Mellon US Treasury Fund, an investment fund operated and managed by BNY Mellon and domiciled in Ireland.

Unless otherwise indicated, reference in this Prospectus to the investment activity of a “Fund” means the investment activity of the applicable Fund through the Master Fund or in the case of the US Treasury Fund, the BNY Mellon Liquidity Funds plc. (“BNY”).

**Each section of Part One contains particulars of a Fund and should be read in conjunction with the section headed "General Fund Information" which contains particulars which are common to each of the Funds referred to in this Part One.**

### Low Volatility NAV Money Market Funds

### 3.2. Sterling Fund

#### 3.2.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical Sterling denominated money market interest rates.

#### 3.2.2. Share Classes

The Sterling Fund offers Distributing and Accumulating Share Classes.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of £1.00. There can be no assurance that the Sterling Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.
- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the Sterling Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under

section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model determined in accordance with section 4.12 below if there is a deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a “Valuation Deviation”). Under such circumstances the Net Asset Value per Share of the Fund of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.

### 3.2.3. Investment Policy

The Sterling Fund aims to achieve its objective by investing in the Master Fund’s – “HSBC Sterling Liquidity Fund”. In the discretion of the Manager, the Fund may also invest in the Sterling ESG class at the Master Fund Level. The terms of the Master Fund’s – HSBC Sterling Liquidity Fund - are as follows and the Master Fund is also sometimes called the “HSBC Sterling Liquidity Fund”:

<b>Master Fund Maturity:</b>	The HSBC Sterling Liquidity Fund, which is a Low Volatility NAV Money Market Fund, will invest in fixed rate instruments which have a maximum maturity of 397 days. The HSBC Sterling Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the Sterling Fund will not exceed 60 days. The weighted average portfolio life of the HSBC Sterling Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Master Fund Credit Quality:</b>	The HSBC Sterling Liquidity Fund proposes to invest in short-term securities, instruments and obligations which at the time of purchase are of high quality and have a favourable credit assessment under the Master Fund’s credit rating assessment procedure. Such investments will typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor’s or Moody’s.
<b>Master Fund Currency:</b>	The HSBC Sterling Liquidity Fund may invest only in securities denominated in Sterling or that are fully hedged back into Sterling.
<b>Master Fund Permitted Investments:</b>	<p>The HSBC Sterling Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which the Master Fund’s investment manager considers to be of high credit quality at the time of purchase and which are consistent with the investment objective of the HSBC Sterling Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.</p> <p>The HSBC Sterling Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC Sterling Liquidity Fund may enter into repurchase agreements for liquidity management purposes.</p> <p>Further details of which are set out in the section entitled “Portfolio Management Techniques”, as set out in the Master Fund’s Prospectus.</p>

### 3.2.4. Key Information for Subscriptions and Redemptions

<b>Offer Price:</b>	Class A, B, C, I and R Shares of the Sterling Fund are issued at an Offer Price based on the Net Asset Value per Share of the relevant Class. Although the Company cannot guarantee these results, the Company will seek to maintain a constant Net Asset Value per Share of £1.00 for Shares in Classes A, B, C and I of the Sterling Fund such Shares constituting Distributing Share Classes.
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in the UK and Bermuda.
<b>Dealing Day:</b>	Every Business Day.

<b>Dealing Deadline:</b>	<p><b>For Subscriptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>on each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>Applications received by the Administrator or the Banker up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing Deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine, provided that the Valuation Point on the final Dealing Day before Christmas and New Year's Day shall be 11.00 a.m. (Bermuda time) or such other time as the Directors may determine.
<b>Dividends:</b>	Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus. Dividends will be paid in Sterling for the Sterling Fund.
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	Sterling.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the Sterling Funds must be received in cleared funds by the Administrator on the Business Day immediately following the relevant Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the Sterling Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the Sterling Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). The Administrator and the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>

<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator (as the case may require) and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemptions instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determined at the Valuation Point as of the applicable Dealing Day.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.</p>
<b>Contact Details for Subscriptions and Redemptions:</b>	<p>HSBC Corporate Money Funds Limited c/o 37 Front Street, Hamilton, HM11, Bermuda. Tel: 1-441-299-6900. Fax: 1-441-279-5800.</p>

### 3.3. Sterling ESG Fund

#### 3.3.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical Sterling denominated money market interest rates while considering select environmental, social and governance criteria.

#### 3.3.2. Share Classes

The Sterling ESG Fund offers Distributing and Accumulating Share Classes only.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of £1.00. There can be no assurance that the Sterling ESG Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.
- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the Sterling ESG Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model method determined in accordance with section 4.12 below if there is a valuation deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a "Valuation Deviation"). Under such circumstances the Net Asset Value per Share of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.

### 3.3.3. Investment Policy

The Sterling ESG Fund aims to achieve its objective by investing in the Master Fund's – "HSBC Sterling ESG Liquidity Fund". The terms of the Master Fund's - HSBC Sterling ESG Liquidity Fund - are as follows and the Master Fund is also sometimes called the "HSBC Sterling ESG Liquidity Fund":

<b>Master Fund Maturity:</b>	The HSBC Sterling ESG Liquidity Fund, which is a Low Volatility NAV Money Market Fund, will invest in fixed rate instruments which have a maximum maturity of 397 days. The HSBC Sterling ESG Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the HSBC Sterling ESG Liquidity Fund will not exceed 60 days. The weighted average portfolio life of the HSBC Sterling ESG Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Master Fund Credit Quality:</b>	The HSBC Sterling ESG Liquidity Fund proposes to invest in short-term securities, instruments and obligations which at the time of purchase are of high quality and have a favourable credit assessment under the Master Fund's credit rating assessment procedure. Such investments will typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor's or Moody's.
<b>Master Fund Currency:</b>	The HSBC Sterling ESG Liquidity Fund may invest only in securities denominated in Sterling or that are fully hedged back into Sterling.
<b>Master Fund Permitted Investments:</b>	<p>The HSBC Sterling ESG Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which are eligible for investment by it under applicable laws and regulations (the "Money Market Fund Regulation") and which the Master Fund's investment manager considers to be of high credit quality at the time of purchase and which are consistent with the investment objective of the HSBC Sterling ESG Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.</p> <p>The HSBC Sterling ESG Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC Sterling ESG Liquidity Fund may enter into repurchase agreements for liquidity management purposes.</p>

**Master Fund ESG Considerations:**

Although the HSBC Sterling ESG Liquidity Fund does not have a specific sustainable investment objective, the Master Fund's investment manager shall promote among other characteristics, environmental and social characteristics and invest in issuers following good governance practices.

The Master Fund's investment manager shall seek to identify issuers that are considered to be better at addressing ESG risks than other issuers in the investable universe, an approach often referred to as "best in class".

**ESG Scoring**

The Master Fund's investment manager will use a combination of its own proprietary scoring system, which is based partly on third party data and ESG scores assigned by third parties, to assign an ESG score to each approved issuer in the HSBC Sterling ESG Liquidity Fund's investable universe. The ESG score measures the performance of an issuer's business operations and governance based on select ESG criteria deemed to be material by its investment manager and third party research providers such as emissions, resource use, human and workforce rights, management behaviour and corporate social responsibility.

**Issuer Screening**

The Master Fund's investment manager will use a combination of methods to develop an ESG Score for the Master Fund.

While the ESG score will not be solely determinative of the inclusion or exclusion of a certain issuer, the Master Fund's investment manager may apply relative ESG scores, that will exclude issuers which, for example, rank in the bottom quartile for their ESG score and/or bottom decile of any individual environmental, social or governance score. Potential investments are evaluated and scored on a relative basis against other issuers in the investable universe. The proprietary scoring system seeks to provide a more comprehensive approach to security selection than credit analysis alone. Once a security is purchased, the Master Fund's Investment Manager will periodically review an issuer's ESG score to determine how it compares to the ESG criteria it has developed and affects the HSBC Sterling ESG Liquidity Fund's overall ESG orientation.

As ESG evaluation criteria develop and evolve, the sectors, thresholds and methodologies for application may change.

**Issuer Engagement**

The Master Fund's investment manager will seek to engage with issuers to address identified shortcomings in how they manage ESG risks and ensure that issuers are aware that ESG performance is factored into decisions on whether their securities may be purchased by the HSBC Sterling ESG Liquidity Fund.

Full details of the Master Fund's ESG Considerations can be found in the Master Fund's prospectus.

### 3.3.4. Key Information for Subscriptions and Redemptions

<b>Offer Price:</b>	Class A, B, C, I, and R Shares of the Sterling ESG Fund ("Regular Shares") will be available for subscription by investors up until January 31, 2022 or such earlier or later date as the Board may determine at an initial offering price of £1.00 per Shares. Thereafter, Regular Shares will be issued at an Offer Price based on the Net Asset Value per Share of the relevant Class of Regular Shares.  Although the Company cannot guarantee these results, the Company will seek to maintain a constant Net Asset Value per Share of £1.00 for Shares in Classes A, B, C, and I of the Sterling ESG Fund, such Shares constituting Distributing Share Classes.
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in the UK and Bermuda.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<b>For Subscriptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;

	<p><b>For Redemptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>on each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>Applications received by the Administrator or the Banker up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing Deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine, provided that the Valuation Point on the final Dealing Day before Christmas and New Year's Day shall be 11.00 a.m. (Bermuda time) or such other time as the Directors may determine.
<b>Dividends:</b>	Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus. Dividends will be paid in Sterling for the Sterling ESG Fund.
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	Sterling.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the Sterling ESG Fund must be received in cleared funds by the Administrator on the Business Day immediately following the relevant Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the Sterling ESG Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the Sterling ESG Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require). The Administrator and the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company's Shares.</p>

<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator (as the case may require) and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemptions instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determined at the Valuation Point as of the applicable Dealing Day.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.</p>
<b>Contact Details for Subscriptions and Redemptions:</b>	<p>HSBC Corporate Money Funds Limited</p> <p>c/o 37 Front Street, Hamilton, HM11, Bermuda.</p> <p>Tel: 1-441-299-6900.</p> <p>Fax: 1-441-279-5800.</p>

## 3.4. US Dollar Fund

### 3.4.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical US Dollar denominated money market interest rates.

### 3.4.2. Share Classes

The US Dollar Fund offers Accumulating and Distributing Share Classes.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of \$1.00. There can be no assurance that the US Dollar Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.
- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the US Dollar Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

**The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model determined in accordance with section 4.12 below if there is a valuation deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a "Valuation Deviation"). Under such circumstances the Net Asset Value per Share of the Fund of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.**

### 3.4.3. Investment Policy

The US Dollar Fund aims to achieve its objective by investing in the Master Fund's – "HSBC US Dollar Liquidity Fund". The terms of the Master Fund's – HSBC US Dollar Liquidity Fund - are as follows and the Master Fund is also sometimes called the "HSBC US Dollar Liquidity Fund":

<b>Master Fund Maturity:</b>	The HSBC US Dollar Liquidity Fund which is a Low Volatility NAV Money Market Funds, will invest in fixed rate instruments which have a maximum maturity of 397 days. The HSBC US Dollar Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the HSBC US Dollar Liquidity Fund will not exceed 60 days. The weighted average portfolio life of the HSBC US Dollar Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Master Fund Credit Quality:</b>	The HSBC US Dollar Liquidity Fund proposes to invest in short-term securities, instruments and obligations which at the time of purchase are of high quality and have a favourable credit assessment under the Master Fund's credit rating assessment procedure. Such investments will typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor's or Moody's.
<b>Master Fund Currency:</b>	The HSBC US Dollar Liquidity Fund may invest only in securities denominated in US Dollars or that are fully hedged back into US Dollars.
<b>Master Fund Permitted Investments:</b>	<p>The HSBC US Dollar Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which the Master Fund's investment manager considers to be of high credit quality at the time of purchase and which are consistent with the investment objective of the HSBC US Dollar Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.</p> <p>The HSBC US Dollar Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC US Dollar Liquidity Fund may enter into repurchase agreements for liquidity management purposes.</p> <p>Further details of which are set out in the section entitled "Portfolio Management Techniques", as set out in the Master Fund's Prospectus.</p>

### 3.4.4. Key Information for Subscriptions and Redemptions

<b>Offer Price:</b>	Class A, B, C, I, and R of the US Dollar Fund are issued at an Offer Price based on the Net Asset Value per Share of the relevant Class. Although the Company cannot guarantee these results, the Company will seek to maintain a constant Net Asset Value per Share of US\$1.00 for Shares in Classes A, B,C and I of the US Dollar Fund such Shares constituting Distributing Share Classes.
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bermuda and the US, and any day which is not a SIFMA closing day.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<p><b>For Subscriptions for all Shares other than R Shares</b> – 3.00 p.m. (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions for all Shares other than R Shares</b> – 3.00 p.m. (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>On each Dealing Day; and</p> <p><b>For R Share Subscriptions</b> – 3.00 p.m.(Bermuda time) on the Business Day prior to the Dealing Day;</p> <p><b>For R Share Redemptions</b> – 3.00 p.m.(Bermuda time) on the Business Day prior to the Dealing Day;</p> <p>On each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>There may be instances where SIFMA recommend an early close (except in the case of R Shares who would not be subject to this treatment) and, in such circumstances, the Dealing Deadline shall be 12.00 p.m. (Bermuda time) or such time as any intermediary may determine (for all Shares of the US Dollar Fund other than R Shares). Please consult your intermediary in this respect. Shareholders will notified in advance.</p> <p>There may be some extreme circumstances, for example a significant or exceptional market event, where SIFMA recommend an early close at short notice and in such circumstances, prior notice to Shareholders</p>

	<p>(other than holders of R Shares who would not be subject to this treatment) would be impossible or impractical. Shareholders will be notified of this change as soon as possible.</p> <p>Applications received by the Administrator up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine.
<b>Dividends:</b>	<p>Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus.</p> <p>Dividends will be paid in U.S. Dollars for the US Dollar Fund.</p>
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	US Dollars.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the US Dollar Funds must be received in cleared funds by the Administrator on the applicable Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the US Dollar Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the US Dollar Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). The Administrator or the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemption instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determine at the Valuation Point as of the applicable Dealing Day.</p>

---

All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.

For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.

---

**Contact Details for Subscriptions and Redemptions:** HSBC Corporate Money Funds Limited  
c/o 37 Front Street, Hamilton, HM11, Bermuda.  
Tel: 1-441-299-6900.  
Fax: 1-441-279-5800.

---

## 3.5. US Dollar ESG Fund

### 3.5.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical US Dollar denominated money market interest rates while considering select environmental, social and governance criteria.

### 3.5.2. Share Classes

The US Dollar ESG Fund offers Accumulating and Distributing Share Classes only.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of \$1.00. There can be no assurance that the US Dollar ESG Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.
- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the US Dollar ESG Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

**The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model determined in accordance with section 4.12 below if there is a valuation deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a "Valuation Deviation"). Under such circumstances the Net Asset Value per Share of the Fund of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.**

### 3.5.3. Investment Policy

The US Dollar ESG Fund aims to achieve its objective by investing in the Master Fund's – "HSBC US Dollar ESG Liquidity Fund". The terms of the Master Fund's – HSBC US Dollar ESG Liquidity Fund - are as follows and the Master Fund is also sometimes called the "HSBC US Dollar ESG Liquidity Fund":

---

<b>Master Fund Maturity:</b>	The HSBC US Dollar ESG Liquidity Fund which is a Low Volatility NAV Money Market Funds, will invest in fixed rate instruments which have a maximum maturity of 397 days. The HSBC US Dollar ESG Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the HSBC US Dollar ESG Liquidity Fund will not exceed 60 days. The weighted average portfolio life of the HSBC US Dollar ESG Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

---

<b>Master Fund Credit Quality:</b>	The HSBC US Dollar ESG Liquidity Fund proposes to invest in short-term transferable securities, instruments and obligations which at the time of purchase are of high quality credit rating and have a favourable credit assessment under the Master Fund's credit assessment procedure. Such investments will
------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

---

	typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor's or Moody's.
<b>Master Fund Currency:</b>	The HSBC US Dollar ESG Liquidity Fund may invest only in securities denominated in US Dollars or that are fully hedged back into US Dollars.
<b>Master Fund Permitted Investments:</b>	<p>The HSBC US Dollar ESG Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which are eligible for investment by it under applicable laws and regulations (the "Money Market Fund Regulation") and which the Master Fund's investment manager considers to be of high credit quality at the time of purchase and which are consistent with the investment objective of the HSBC US Dollar ESG Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.</p> <p>The HSBC US Dollar ESG Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC US Dollar ESG Liquidity Fund may enter into repurchase agreements for liquidity management purposes.</p> <p>Further details of which are set out in the section entitled "Portfolio Management Techniques", as set out in the Master Fund's prospectus.</p>
<b>Master Fund ESG Considerations:</b>	<p>Although the HSBC US Dollar ESG Liquidity Fund does not have a specific sustainable investment objective, the Master Fund's investment manager shall promote among other characteristics, environmental and social characteristics and invest in issuers following good governance practices.</p> <p>The Master Fund's investment manager shall seek to identify issuers that are considered to be better at addressing ESG risks than other issuers in the investable universe, an approach often referred to as "best in class".</p> <p><b>ESG Scoring</b></p> <p>The Master Fund's investment manager will use a combination of its own proprietary scoring system, which is based partly on third party data and ESG scores assigned by third parties, to assign an ESG score to each approved issuer in the HSBC US Dollar ESG Liquidity Fund's investable universe. The ESG score measures the performance of an issuer's business operations and governance based on select ESG criteria deemed to be material by its investment manager and third party research providers such as emissions, resource use, human and workforce rights, management behaviour and corporate social responsibility.</p> <p><b>Issuer Screening</b></p> <p>The Master Fund's investment manager will use a combination of methods to develop an ESG Score for the Master Fund.</p> <p>While the ESG score will not be solely determinative of the inclusion or exclusion of a certain issuer, the Master Fund's investment manager may apply relative ESG scores, that will exclude issuers which, for example, rank in the bottom quartile for their ESG score and/or bottom decile of any individual environmental, social or governance score. Potential investments are evaluated and scored on a relative basis against other issuers in the investable universe. The proprietary scoring system seeks to provide a more comprehensive approach to security selection than credit analysis alone. Once a security is purchased, the Master Fund's Investment Manager will periodically review an issuer's ESG score to determine how it compares to the ESG criteria it has developed and affects the HSBC US Dollar ESG Liquidity Fund's overall ESG orientation.</p> <p>As ESG evaluation criteria develop and evolve, the sectors, thresholds and methodologies for application may change.</p> <p><b>Issuer Engagement</b></p> <p>The Master Fund's investment manager will seek to engage with issuers to address identified shortcomings in how they manage ESG risks and ensure that issuers are aware that ESG performance is factored into decisions on whether their securities may be purchased by the HSBC US Dollar ESG Liquidity Fund.</p> <p>Full details of the Master Fund's ESG Considerations can be found in the Master Fund's prospectus.</p>

### 3.5.4. Key Information for Subscriptions and Redemptions

<b>Offer Price:</b>	<p>Class A, B, C, I, and R of the US Dollar ESG Fund ("Standard Shares") will be available for subscription by investors on such date as the Board shall determine at an initial offering price of US\$1.00 per Shares. Thereafter, Standard Shares will be issued at an Offer Price based on the Net Asset Value per Share of the relevant Class of Standard Shares.</p> <p>Although the Company cannot guarantee any particular result for the US Dollar ESG Fund, the Company will seek to maintain a constant Net Asset Value per Share of US\$1.00 for Shares in Classes A, B,C and I of the US Dollar ESG Fund, such Shares constituting Distributing Share Classes.</p>
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bermuda and the US, and any day which is not a SIFMA closing day.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<p><b>For Subscriptions for all Shares other than R Shares</b> – 11.15 a.m. (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions for all Shares other than R Shares</b> – 11.15 a.m. (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>On each Dealing Day; and</p> <p><b>For R Share Subscriptions</b> – 11.15 a.m.(Bermuda) time on the Business Day prior to the Dealing Day;</p> <p><b>For R Share Redemptions</b> – 11.15 a.m.(Bermuda) time on the Business Day prior to the Dealing Day;</p> <p>On each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>There may be instances where SIFMA recommend an early close (except in the case of R Shares who would not be subject to this treatment) and, in such circumstances, the Dealing Deadline shall be 11.00 a.m. (Bermuda time) or such time as any intermediary may determine (for all Shares of the US Dollar Fund other than R Shares). Please consult your intermediary in this respect. Shareholders will notified in advance.</p> <p>There may also be some extreme circumstances, for example a significant or exceptional market event, where SIFMA recommend an early close at short notice and in such circumstances, prior notice to Shareholders (other than holders of R Shares who would not be subject to this treatment) would be impossible or impractical. Shareholders will be notified of this change as soon as possible.</p> <p>Applications received by the Administrator up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine.
<b>Dividends:</b>	<p>Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus.</p> <p>Dividends will be paid in U.S. Dollars for the US Dollar ESG Fund.</p>
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	US Dollars.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the US Dollar ESG Fund must be received in cleared funds by the Administrator on the applicable Dealing Day, unless the Manager determines otherwise.

<b>Rating:</b>	The Company has obtained and will endeavour to maintain a “Triple A” rating from at least one of the most recognised rating agencies in respect of the US Dollar ESG Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the US Dollar ESG Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). The Administrator or the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See “Subscriptions and Minimum Holdings” of the Prospectus for further details.</p> <p>All Institutional Investors must transact in Shares through the HSBC Global Liquidity Portal.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemption instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determine at the Valuation Point as of the applicable Dealing Day.</p> <p>All Institutional Investors must transact in Shares through the HSBC Global Liquidity Portal.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.</p>
<b>Contact Details for Subscriptions and Redemptions:</b>	<p>HSBC Corporate Money Funds Limited</p> <p>c/o 37 Front Street, Hamilton, HM11, Bermuda.</p> <p>Tel: 1-441-299-6900.</p> <p>Fax: 1-441-279-5800.</p>

## 3.6. Euro Fund

### 3.6.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical Euro denominated money market interest rates.

### 3.6.2. Share Classes

- ◆ The Euro Fund offers Distributing and Accumulating Share Classes. Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of €1.00. There can be no assurance that the Euro Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.

- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the Euro Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

**The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model determined in accordance with section 4.12 below if there is a deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a “Valuation Deviation”). Under such circumstances the Net Asset Value per Share of the Fund of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.**

### 3.6.3. Investment Policy

The Euro Fund aims to achieve its objective by investing in the Master Fund’s - “HSBC Euro Liquidity Fund”. The terms of the Master Fund’s – HSBC Euro Liquidity Fund - are as follows and the Master Fund is also sometimes called the “HSBC Euro Liquidity Fund”:

<b>Master Fund Maturity:</b>	The HSBC Euro Liquidity Fund which is a Low Volatility NAV Money Market Fund, will invest in instruments which have a maximum maturity of 397 days. The HSBC Euro Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the Euro Fund will not exceed 60 days. The weighted average portfolio life of the HSBC Euro Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Master Fund Credit Quality:</b>	The HSBC Euro Liquidity Fund proposes to invest in short-term transferable securities, instruments and obligations which at the time of purchase are of high quality and have a favourable credit assessment under the Master Fund’s credit assessment procedure. Such investments will typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor’s or Moody’s.
<b>Master Fund Currency:</b>	The HSBC Euro Liquidity Fund may invest only in securities denominated in Euros or that are fully hedged back into Euros.
<b>Master Fund Permitted Investments:</b>	<p>The HSBC Euro Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which the Master Fund’s investment manager considers to be of high credit quality at the time of purchase and which are consistent with the investment objective of the HSBC Euro Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.</p> <p>The HSBC Euro Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC Euro Liquidity Fund may enter into repurchase agreements for liquidity management purposes.</p> <p>Further details of which are set out in section entitled “Portfolio Management Techniques”, as set out in the Master Fund’s prospectus.</p>

### 3.6.4. Key Information for Subscriptions and Redemptions for the Euro Fund

<b>Offer Price:</b>	Class A, B, C, I and R Shares of the Euro Fund (“Standard Shares”) will be available for subscription by investors, on such initial offer date as the Board shall determine, at an initial offering price of €1.00 per Share. Thereafter, Standard Shares will be issued at an Offer Price based on the Net Asset Value per Share of the relevant Class of Standard Shares of the Euro Fund.
---------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

	Although the Company cannot guarantee any particular result for the Euro Fund, the Company will seek to maintain a constant Net Asset Value per Share of Euro 1.00 for Shares in Classes A, B, C and I of the Euro Fund, such Shares constituting Distributing Share Classes.
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bermuda and any day which is not a TARGET closing day.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<p><b>For Subscriptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions</b> – 12 noon (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>on each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>Applications received by the Administrator up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine, provided that the Valuation Point on the final Dealing Day before Christmas and New Year's Day shall be 11.00 a.m. (Bermuda time) or such other time as the Directors may determine.
<b>Dividends:</b>	Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus. Dividends will be paid in Euros for the Euro Fund.
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	Euro.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the Euro Fund must be received in clear funds by the Administrator on the Business Day immediately following the relevant Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the Euro Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the Euro Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent other Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>

<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). The Administrator or the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemption instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determined at the Valuation Point as of the applicable Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Information below.</p>
<b>Contact Details for Subscriptions and Redemptions:</b>	<p>HSBC Corporate Money Funds Limited  c/o 37 Front Street, Hamilton, HM11, Bermuda.  Tel: 1-441-299-6900  Fax: 1-441-279-5800</p>

## 3.7. Canadian Dollar Fund

### 3.7.1. Investment Objective

To provide investors with security of capital and daily liquidity together with an investment return which is comparable to typical Canadian Dollar denominated money market interest rates.

### 3.7.2. Share Classes

The Canadian Dollar Fund offers Distributing and Accumulating Share Classes.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per share of CAD1.00. There can be no assurance that the Canadian Dollar Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.
- ◆ Accumulating Share Classes carry no dividend rights. Net income and capital gains attributable to Accumulating Shares will be retained within the relevant share class. To the extent the Canadian Dollar Fund earns positive net income the Net Asset Value per share of Accumulating Share Classes will rise.

**The Master Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology for eligible assets in accordance with the requirements for Low Volatility NAV Money Market Funds described under section 4.12 below. However, the Master Fund will switch to the mark-to-market and/or mark-to-model determined in accordance with section 4.12 below if there is a deviation of more than 0.20% in its net asset value calculated using the amortised cost method and the net asset value calculated using the mark-to-market and/or mark-to-model method (a “Valuation Deviation”). Under such circumstances the Net Asset Value per Share of the Fund of the Distributing and Accumulating Share Classes will fluctuate. In addition, Distributing Share Classes will calculate a Net Asset Value per Share to four decimal places.**

### 3.7.3. Investment Policy

The Canadian Dollar Fund aims to achieve its objective by investing in the Master Fund’s – “HSBC Canadian Dollar Liquidity Fund”. The terms of the Master Fund’s – HSBC Canadian Dollar Liquidity Fund - are as follows and the Master Fund is also sometimes called the “HSBC Canadian Dollar Liquidity Fund”:

<b>Master Fund Maturity:</b>	The HSBC Canadian Dollar Liquidity Fund which is a Low Volatility NAV Money Market Fund, will invest in instruments which have a maximum maturity of 397 days. The HSBC Canadian Dollar Liquidity Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the HSBC Canadian Dollar Liquidity Fund will not exceed 60 days. The weighted average portfolio life of the HSBC Canadian Dollar Liquidity Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Master Fund Credit Quality:</b>	The HSBC Canadian Dollar Liquidity Fund proposes to invest in short-term securities, instruments and obligations which at the time of purchase are of high quality and have a favourable credit assessment under the Master Fund’s credit rating procedure. Such investments will typically also have a rating of at least A-1 or P-1 (or its equivalent) from a recognised credit rating agency such as Standard & Poor’s or Moody’s or if not so rated, must be considered by the Master Fund’s investment manager to be of similar credit quality.
<b>Master Fund Currency:</b>	The HSBC Canadian Dollar Liquidity Fund may invest only in securities denominated in Canadian Dollars or that are fully hedged back into Canadian Dollars.
<b>Master Fund Permitted Investments:</b>	The HSBC Canadian Dollar Liquidity Fund may invest in short-term securities, instruments and obligations such as, but not limited to, certificates of deposit (CDs), commercial paper, medium term notes (MTNs), variable rate notes (VRNs), floating rate notes (FRNs), bankers acceptances, government bonds, treasury bills, Eurobonds, asset backed securities and corporate bonds which the Master Fund’s investment manager considers to be of high credit quality at the time of purchase and which are consistent with the

investment objective of the HSBC Canadian Dollar Liquidity Fund and reverse repurchase agreements. Investments will be listed or traded on markets recognized for such purposes by the Master Fund and as set out in the Master Fund prospectus.

The HSBC Canadian Dollar Liquidity Fund may also invest in financial derivative instruments for the purposes of hedging interest rate or currency risk. The HSBC Canadian Dollar Liquidity Fund may enter into repurchase agreements for liquidity management purposes.

Further details of which are set out in the section entitled "Portfolio Management Techniques", as set out in the Master Fund's prospectus.

### 3.7.4. Key Information for Subscriptions and Redemptions

<b>Offer Price:</b>	Class A, B, C, I and R Shares of the Canadian Dollar Fund are issued at a Price Offer based on the Net Asset Value per Share of the relevant Class. Although the Company cannot guarantee these results, the Company will seek to maintain a constant Net Asset Value per Share of CA\$1.00 for Shares in Classes A, B, C and I of the Canadian Dollar Fund, such Shares constituting Distributing Share Classes.
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bermuda, Canada and the US.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<p><b>For Subscriptions</b> – 11.00 am (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions</b> – 11.00 am (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>on each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where practicably possible in circumstances).</p> <p>Applications received by the Administrator up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing deadline will be dealt with on the following Dealing Day.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine.
<b>Dividends:</b>	Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus. Dividends will be paid in CA\$ for the Canadian Dollar Fund.
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	Canadian Dollars.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the Canadian Dollar Funds must be received in cleared funds by the Administrator on the applicable Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the Canadian Dollar Fund.

<b>Initial Subscription Application:</b>	<p>When investing in the Canadian Dollar Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or Banker (as the case may require)). The Administrator or the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the New Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemption instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determined at the Valuation Point as of the applicable Dealing Day. All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.</p>
<b>Contact Details for Subscriptions and Redemptions:</b>	<p>HSBC Corporate Money Funds Limited  c/o 37 Front Street, Hamilton, HM11, Bermuda.  Tel: 1-441-299-6900.  Fax: 1-441-279-5800.</p>

## Constant NAV Money Market Fund

### 3.8. US Treasury Fund

#### 3.8.1. Investment Objective

To provide investors with security of capital and daily liquidity together with targeting an investment return which is comparable to typical, short dated US Dollar denominated US Treasury returns.

#### 3.8.2. Share Classes

The US Treasury Fund offers Distributing Share Classes.

- ◆ Distributing Share Classes carry a right to dividends which shall be calculated daily and distributed monthly. Distributing Share Classes seek to maintain a stable Net Asset Value per Share of \$1.00. There can be no assurance that the US Treasury Fund will be able to meet the objective of maintaining a stable Net Asset Value per share.

- ◆ The US Treasury Fund will calculate the Net Asset Value per share using the amortised cost valuation methodology.

### 3.8.3. Investment Policy

As at the date hereof, the US Treasury Fund aims to achieve its objective by investing a significant portion of its assets in shares of BNY Mellon Liquidity Funds plc - BNY Mellon US Treasury Fund, an investment fund operated and managed by BNY Mellon and domiciled in Ireland. Additionally and in the future, the US Treasury Fund may invest in - the Master Fund's HSBC US Treasury Liquidity Fund and/or in other appropriate investment vehicles pursuing a strategy of investing in USD treasuries as described in detail below. The terms of the US Treasury Fund are as follows:

<b>Maturity:</b>	The US Treasury Fund which is a Constant NAV Money Market Fund, will invest in money market instruments as outlined in Permitted Investments below. Fixed rate instruments will have a maximum maturity of 397 days. The US Treasury Fund may also invest in floating rate notes and/or variable rate notes which have a maximum maturity of 397 days. The weighted average portfolio maturity of the US Treasury Fund will not exceed 60 days. The weighted average portfolio life of the US Treasury Fund will not exceed 120 days. For the purposes of calculating the weighted average portfolio maturity, floating rate notes will be deemed to mature on the next coupon fixing date.
<b>Credit Quality:</b>	The US Treasury Fund proposes to invest in instruments with approved counterparties which at the time of purchase/deposit have a credit rating of at least A1 or P1 (or its equivalent) from a recognized credit rating agency such as Standard & Poor's or Moody's.
<b>Currency:</b>	The US Treasury Fund may invest only in securities denominated in US Dollars.
<b>Permitted Investments:</b>	The US Treasury Fund will invest its assets (excluding cash and cash equivalents) in fixed rate issues of the U.S Treasury, such as bills, notes and bonds. For efficient portfolio management purposes the US Treasury Fund may also gain exposure to the aforementioned instruments through the use of reverse repurchase agreements backed by US Treasury collateral.

### 3.8.4. Key Information for Subscriptions and Redemptions

<b>Initial Offer Price:</b>	<p>Class A, B, C and I Shares of the US Treasury Fund are issued at an Offer Price based on the Net Asset Value per Share of the relevant Class.</p> <p>Although the Company cannot guarantee these results, the Company will seek to maintain a constant Net Asset Value per Share of US\$1.00 for Shares in Classes A, B, C and I of the US Treasury Fund, such Shares constituting Distributing Share Classes.</p>
<b>Business Day:</b>	A day (excluding Saturday and Sunday) on which commercial banks are open for business (including dealings in foreign exchange and foreign currency deposits) in Bermuda and the US, and any day which is not a SIFMA closing day.
<b>Dealing Day:</b>	Every Business Day.
<b>Dealing Deadline:</b>	<p><b>For Subscriptions</b> – 3.00 pm (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p><b>For Redemptions</b> – 3.00 pm (Bermuda time), or such time as any intermediary may determine. Please consult your intermediary in this respect;</p> <p>on each Dealing Day or such other time as the Manager or Directors may determine on prior notification to Shareholders (where reasonably practicable in the circumstances).</p> <p>There may be instances where SIFMA recommend an early close and, in such circumstances, the Dealing Deadline shall be 12.00 p.m. (Bermuda time) or such time as any intermediary may determine. Please consult your intermediary in this respect. Shareholders will notified in advance.</p> <p>There may also be some extreme circumstances, for example a significant or exceptional market event, where SIFMA recommend an early close at short notice and in such circumstances, prior notice to Shareholders would be impossible or impractical. Shareholders will be notified of this change as soon as possible.</p> <p>Applications received by the Administrator up to the Dealing Deadline will be dealt with on that Dealing Day. Any applications received after the relevant Dealing deadline will be dealt with on the following Dealing Day.</p>

	All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.
<b>Valuation Point:</b>	5.00 p.m. (Bermuda time) on the Business Day prior to the Dealing Day or such other time as the Directors may determine.
<b>Dividends:</b>	Dividends are paid in accordance with the Dividend Policy section in Part One of the Prospectus. Dividends will be paid in US Dollars for the US Treasury Fund.
<b>Charges and Expenses:</b>	Charges and Expenses are detailed in Part One of the Prospectus which should be read in conjunction with the section entitled "Fees, Charges and Expenses" in Part Two of the Prospectus.
<b>Minimum Initial Subscription and Minimum Holding:</b>	The minimum initial subscription and minimum holding are disclosed in Appendix 1.
<b>Minimum Subsequent Transaction Level:</b>	The minimum subsequent transaction level is disclosed in Appendix 2.
<b>Base Currency:</b>	US Dollars.
<b>Settlement Date:</b>	Payment for the issuance of Shares of the US Treasury Fund must be received in cleared funds by the Administrator on the applicable Dealing Day, unless the Manager determines otherwise.
<b>Rating:</b>	The Company has obtained and will endeavour to maintain a "Triple A" rating from at least one of the most recognised rating agencies in respect of the US Treasury Fund.
<b>Initial Subscription Application:</b>	<p>When investing in the US Treasury Fund for the first time, investors should complete the application form, obtainable from the Administrator, the Banker or the Company and submit such form, together with all required ancillary documentation, by hand or post (or other Electronic Means as agreed with the Administrator) to the Administrator or the Banker so as to be received by the Administrator or the Banker no later than 14 days prior to the applicable Dealing Day. If the application form is sent by other Electronic Means as agreed with the Administrator, the original form must also be forwarded to the Administrator or the Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly as noted herein.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Subsequent Subscriptions:</b>	<p>Subsequent investments may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). The Administrator or the Banker requires applications to be received by the Dealing Deadline in order to be dealt with on the applicable Dealing Day. Any applications received after the Dealing Deadline on a Dealing Day by the Administrator or the Banker will be dealt with on the following Dealing Day. See "Subscriptions and Minimum Holdings" of the Prospectus for further details.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p>
<b>Redemptions:</b>	<p>Subject to any suspension of the determination of the Net Asset Value of a Fund and otherwise as set out in this Prospectus, Shares may be redeemed on any Dealing Day. Instructions to redeem Shares should be forwarded to the Banker or Administrator and may be made by hand or post (or other Electronic Means as agreed with the Administrator or the Banker (as the case may require)). Redemption instructions should be sent to the Administrator or the Banker by the applicable Dealing Deadline. Redemption instructions received by the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any redemption instructions received after the Dealing Deadline by the Administrator or the Banker will be dealt with on the following Dealing Day. Redemption instructions will not be processed until the original application form and supporting documentation have been received and cleared.</p> <p>All Retail Investors must transact in Shares through the Banker or other duly appointed distributor of the Company.</p> <p>The redemption price in respect of any redemption of Shares will be the Net Asset Value per Share determined at the Valuation Point as of the applicable Dealing Day.</p> <p>For Distributing Share Classes, see also Special Redemptions in Part One General Fund Information below.</p>

---

<b>Contact Details for Subscriptions and Redemptions:</b>	HSBC Corporate Money Funds Limited c/o 37 Front Street, Hamilton, HM11, Bermuda. Tel: 1-441-299-6900. Fax: 1-441-279-5800.
-------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------

---

## 4. General Fund Information

### 4.1. Investment Objective and Policies

The investment objective and policy for each Fund is detailed in this Prospectus. The Master Fund's Responsible Investment Policies and Excluded Activities are as set out and defined in the Master Fund's prospectus. A copy of the Master Fund's prospectus is available upon request or can be found at the following website address:

[https://www.assetmanagement.hsbc.lu/en/professional-clients/funds?f=Category\\_LQ&v=Documents](https://www.assetmanagement.hsbc.lu/en/professional-clients/funds?f=Category_LQ&v=Documents), and should be read in conjunction with the information appearing in this Prospectus.

Each Fund will seek to provide investors with security of capital together with a competitive investment return and liquidity by investing in a diversified portfolio of short term securities, instruments and obligations which the Manager considers to be of high quality.

The return to Shareholders in a particular Fund will be determined by the performance of the portfolio of investments held by the relevant Fund and the techniques and instruments used in relation to that Fund.

Unless otherwise indicated, reference in this Prospectus to the investment activity of a "Fund" means the investment activity of the applicable Fund through the Master Fund. Other references to a Fund or the Company may, to the extent appropriate include both the Company and a Fund and the Master Fund.

### 4.2. Share Classes

Share are issuable in classes as either Distributing Share Classes or Accumulating Share Classes as follows:

#### 4.2.1. Distributing Share Class

Distributing share classes carry a right to the payment of dividends – dividends shall be calculated daily and distributed monthly. Consequently Distributing Share Classes seek to maintain a stable Net Asset Value per share, the amount of which is disclosed for each Fund in Part One of the Prospectus.

Shares of each of the Distributing Share Classes are subject to compulsory redemption automatically as at any Dealing Day, from time to time, in the sole and absolute discretion of the Directors, where the applicable Distributing Share Class has suffered a Negative Yield. Shares of a Distributing Share Class affected by a Negative Yield event will be redeemed pro-rata across all shareholders in the applicable Class. The proceeds of such Special Redemption will be retained by the Company and will be applied to discharge the applicable shareholder's pro-rata share of such Negative Yield. Shareholders subject to a Special Redemption will have no right to receive the proceeds of such Special Redemption and will cease to have any rights with respect to the Shares so redeemed after the close of business on the relevant Dealing Day as of which the Special Redemption is affected.

#### 4.2.2. Accumulating Share Class

Accumulating share classes carry no right to any dividend. Net income attributable to Accumulating Share Classes will be retained within the relevant share class. The Net Asset Value per Share shall therefore rise each day by the amount of net income earned per the respective Share Class.

Unless otherwise disclosed in the individual fund section in Part One of the Prospectus, each Fund offers all the share classes outlined below. However, Share Classes may be restricted for certain purposes.

Share Class	Distributing or Accumulating Share Class
<b>A</b>	Distributing
<b>B</b>	Distributing
<b>C</b>	Distributing
<b>I</b>	Distributing
<b>R</b>	Accumulating

Subject to the disclosure with respect to each Fund above, the Share Classes are available to all eligible investors meeting the minimum initial subscription detailed in Appendix 1.

Where a Negative Net Yield and/or Negative Gross Yield environment creates potential issues for any Fund Distributing Share Classes, the Directors may implement a conversion of that Class to an Accumulating Share Class. Please refer to clause 4.5 for further details.

### 4.3. Subscriptions and Minimum Holdings

Investors buying Shares for the first time should complete the application form obtainable from the Administrator, the Banker or the Company and forward it to the Administrator or the Banker (as the case may require) by hand or post (or other Electronic Means as agreed with the Administrator or Banker (as the case may require)) by the applicable Dealing Deadline for the applicable Fund. Investors who send the application form by Electronic Means must also forward the original application form to the Administrator or Banker together with supporting documentation in relation to money laundering prevention checks and must be received promptly. Subsequent investments may be made in the same manner.

Applications received by the Administrator or the Banker up to the applicable Dealing Deadline will be dealt with on the applicable Dealing Day. Any applications received after the relevant Dealing Deadline will be dealt with on the following Dealing Day. The Company reserves the right to refuse applications for subscriptions at its discretion.

Shares are issued at a subscription price based upon the Net Asset Value per Share of the relevant Class.

Retail Investors are required by the Banker, as a distributor of the Company Shares, to hold their interest in Shares with respect to each Fund through a third party as their shareholder custodian for such shareholding. The Banker will assist with the establishment of a shareholder custody account with the shareholder custodian. The Banker will, on behalf of Retail Investors, conduct all dealing in Shares through such shareholder custody account.

It should be noted that Shares acquired through the Banker and held by a shareholder custodian on behalf of Retail Investors, will be registered in the name of the shareholder custodian and not the Retail Investor.

Further, for the purposes of investment in the Company by certain investors, certain investors will invest via a nominee company or a shareholder custodian. Shares acquired on behalf of investors availing of this service may be registered in the name of the nominee service provider or shareholder custodian and all rights in respect of those Shares will be exercisable against the Company only through the nominee service provider or shareholder custodian. The Company will deal with the nominee service provider or shareholder custodian as the registered Shareholder.

See Part One for further details concerning the specific Fund and Class of Shares of the Company and any specific terms applicable. Any stated minimum initial subscription, minimum subsequent transaction level and minimum holding in a Fund or class of Shares may be waived, increased or reduced in the sole discretion of the Directors.

Payment for Shares shall be made in the Base Currency of a Fund.

Shares may not be issued during any period when the calculation of the Net Asset Value per Share of the relevant Fund is suspended in the manner described under "Suspension of Determination of Net Asset Value". Applicants for

Shares will be notified of such suspension and, unless withdrawn, their applications will be considered as at the next Business Day following the ending of such suspension.

In circumstances where the Manager considers there to be a lack of liquidity in relation to the underlying investments, which may occur on the day immediately preceding or immediately following public holidays, the Directors may in their absolute discretion refuse to accept subscription or redemption requests. Where possible, Shareholders will be notified of affected days in advance. Such requests will be dealt with on the next following Dealing Day.

The number of Shares allocated will be rounded to the nearest one thousandth of a Share.

Settlement in relation to the Shares of each Fund will normally be by wire transfer to be received by the applicable Settlement Date. The Company has the right to cancel any purchase contract which is not settled in full. The applicant remains liable for any loss incurred by the Company in the case of non-settlement. A confirmation statement will normally be issued within 24 hours after the allocation of Shares.

## 4.4. Redemptions

Instructions to sell Shares should be addressed to the Banker or the Administrator (as the case may require) and may be made by hand, post or Electronical Means as agreed with the Administrator or Banker (as the case may require). Instructions received after the Dealing Deadline for the applicable Fund will be dealt with on the following Dealing Day.

The minimum value of a holding remaining in a class of Shares in a Fund will be determined by the Directors at the time of the creation of a Fund. The Directors may increase or reduce this minimum amount if, in their absolute discretion, they consider that the circumstances so warrant. Where any remaining holding falls below a Net Asset Value equal to the Minimum Holding of the relevant Class of Shares, the Manager has the right to give notice to such shareholder requiring him to convert such remaining holding into the appropriate Class or to compulsorily redeem all of such remaining holding. See Part One for further details.

Shares will be redeemed at the relevant Net Asset Value per Share of the relevant class of Shares in a Fund. The redemption price of Shares in respect of redemption requests received prior to the relevant Dealing Deadline on a Dealing Day will be the Net Asset Value per Share determined at the relevant Valuation Point for such Dealing Day.

Settlement in relation to the Funds other than in respect of a redemption pursuant to a Standing Request will be made by wire transfer by the Settlement Date, provided that all required documentation has been provided to the Administrator. Payment will be made in the Base Currency of a Fund. A Shareholder may change the bank account designated in its account opening form for payment of redemption proceeds and dividend payments by providing a written original request to the Banker in advance of the redemption instruction. Such request must be signed by an authorised signatory of the Shareholder.

The Directors have power on any redemption to divide in specie the whole or any part of the assets of the relevant Fund and to distribute such assets in satisfaction or part satisfaction of the monies payable on redemption of Shares.

Shares may not be redeemed during any period when the calculation of the Net Asset Value per Share of a Fund is suspended. Shareholders requesting redemption will be notified of such suspension and, unless withdrawn, redemption requests will be considered as at the next Dealing Day following the end of such suspension.

In circumstances where the Manager considers there to be a lack of liquidity in relation to the underlying investments, which may occur on the day immediately preceding or immediately following public holidays, the Directors may in their absolute discretion refuse to accept redemption requests. Where possible, Shareholders will be notified of affected days in advance. Such requests will be dealt with on the next following Dealing Day.

Under certain circumstances, a Redemption Fee may be charged as follows:

1. A Redemption Fee of up to 3% of the Net Asset Value per Share may be charged at the discretion of the Directors. Such a Redemption Fee would only be charged in exceptional circumstances, such as during periods of

severe market stress, when the cost of liquidating assets to meet redemption requests may result in material losses to the Fund, to the disadvantage of shareholders who remain invested in the Fund; and

2. The Company reserves the right to charge a Redemption Fee of 0.10% if the Company in its absolute discretion determines that the Shareholder is purchasing or selling Shares in a Fund on considerations of a short term nature or for trading or arbitrage purposes.

The total maximum Redemption Fee that may be levied on any Dealing Day will not exceed 3% of the Net Asset Value per Share.

Any Redemption Fee charged would be deducted from the redemption proceeds otherwise payable to a Shareholder and shall be retained within the relevant Fund.

## 4.5. Liquidity Management Procedures

The Company intends to apply the following liquidity management procedures for each Fund. In order to mirror the treatment of each Fund's investment at the Master Fund level. This may have an impact on an investor's ability to redeem its holdings of Shares of a Fund and the amount of redemption proceeds to be paid with respect to a redemption of Shares.

In making a liquidity determination, the Directors shall consider the appropriate course of action having regard to the measures available to them. The Directors may decide to take one or more of the following actions when a Fund's (or the Master Fund's) weekly liquidity is exceeded:

- a. apply a redemption fee in an amount up to the maximum Redemption Fee chargeable by the applicable Fund with respect to any duly executed redemption request made by an investor in the applicable Fund. This is designed to ensure that the costs incurred by the Fund (or Master Fund) to achieve the necessary level of liquidity to settle the applicable redemption request will not unfairly disadvantage remaining Shareholders in the Fund; or
- b. limit the number of Shares eligible to be redeemed on any one Dealing Day to a number equal to but not more than 10% of the currently issued and outstanding Shares of the applicable Fund (the "Redemption Limit"). The Redemption Limit may be maintained for successive Dealing Days not exceeding a total of 15 consecutive Business Days (a "Redemption Gate"); or
- c. suspend all redemptions of Shares of a Fund for any period up to 15 consecutive Business Days; or
- d. take no action.

Where the Directors determine to impose a Redemption Gate pursuant to (b) above, redemption requests received from applicable Shareholders will be reduced and satisfied on a pro rata basis, based on the total amount requested redemptions as of such Dealing Day. Any Share redemptions not effected as a result of the Redemption Gate shall be carried forward to the next following Dealing Day but shall not have priority over new redemption requests received for such the following Dealing Day.

## 4.6. Switching

Shareholders (except those invested in Series AIS Shares of a Fund or those invested in the the US Dollar ESG Fund) will be able to exchange their Shares in one class of Shares in a Fund for Shares of the same or another class in the same or another Fund of the Company (the "Target Fund") as long as there is a common Base Currency ("Switching"). Instructions to switch Shares must be sent to the Administrator or the Banker (as the case may require) by hand or post or other Electronic Means (as agreed with the Administrator or the Banker) and, where Shares are held jointly, must be given by all joint shareholders, if applicable. Instructions should include full registration details together with the number of Shares to be switched between the named Funds and Classes, as applicable. Series AIS Shares of a Fund are not entitled to engage in Switching with respect to other Series AIS Shares. Switching will however be permitted to between non-AIS Shares and Series AIS Shares of the same Base Currency. Investors invested in the US Dollar ESG Fund are not permitted to undertake Switching.

Switching instructions received up to the applicable Dealing Deadline for the Target Fund will be processed on that applicable Dealing Day. Instructions received after the applicable Dealing Deadline for the Target Fund will be processed on the next applicable Dealing Day.

The number of Shares to be issued as a result of a switch will be rounded up or down to the nearest one thousandth of a Share.

A request to switch Shares in one Fund and/or Class for Shares in another Fund and/or Class (whether as an initial investment into a new Fund or otherwise) may only be made if the value of the Shares to be exchanged is equal to or exceeds the minimum initial subscription or minimum holding, as defined in Part One, as the case may be, for the relevant Class of Shares in the relevant Class and/or Fund. The Directors may refuse any application to switch if such an application would result in a Shareholder's holding of Shares in the first Class and/or Fund to fall below the minimum holding, as defined in Part One, for the relevant class of Shares and/or Fund.

The exact amount of Shares issued upon switching depends on the redemption price of the Class and/or Fund to be exited and the issue price of the new Class and/or Fund. When switching between Funds of the Company, under certain circumstances, a Redemption Fee may be applied to the redemption price of the class to be exited as follows:

1. A Redemption Fee of up to 3% of the Net Asset Value per Share may be charged at the discretion of the Directors. Such a Redemption Fee would only be charged in exceptional circumstances, such as during periods of severe market stress, when the cost of liquidating assets to meet redemption requests may result in material losses to the Fund, to the disadvantage of shareholders who remain invested in the Fund; and
2. The Company reserves the right to charge a Redemption Fee of 0.10% if the Company in its absolute discretion determines that the Shareholder is purchasing or selling Shares in a Fund on considerations of a short term nature or for trading or arbitrage purposes.

## 4.7. Compulsory Redemption

The Bye-laws of the Company empower the Directors in their sole and absolute discretion to compulsorily redeem all or a portion of a shareholder's Shares at any time for any reason, at the relevant Redemption Price per Share. The Directors anticipate exercising such powers if, among other things, as a result of any transfer or redemption, a shareholder's holding of Shares falls below a Net Asset Value equal to the Minimum Holding of the relevant Class of Shares, or if to do so, in the Directors' sole opinion, would eliminate or reduce the exposure of the Company or any Fund or its shareholders to adverse tax consequences under the laws of any country or if the acquisition or holding of Shares might be expected to prejudice, or risk prejudicing, in any way the Company, any Fund or the shareholders. The Directors are required by the Company's Bye-laws to give 30 days' written notice to shareholders before exercising this power. See also Special Redemptions below and Final X Redemption Date.

## 4.8. Dividend Policy

It is the intention of the Directors of the Company to declare dividends on each Dealing Day in respect of each Class of Shares of each Fund, except for Accumulating Share Classes (e.g. Class R Shares). Subject to the statutory test, dividends may be paid out of net income or net realised investment gains at the sole discretion of the Directors. The test is that the Company shall not declare or pay a dividend, if there are reasonable grounds for believing that the Company is, or would after the payment, be unable to meet its liabilities as they become due.

Shares of each Fund, except Accumulating Share Classes (e.g. Class R Shares), begin earning income and shall be entitled to dividends (if any) on the day the Shares are issued until the day preceding the day on which the Shares are redeemed. Dividends will be payable on the last Business Day of each calendar month and are automatically reinvested in additional Shares of the same Class (or fractions thereof) as determined by reference to the relevant Net Asset Value per Share on such day. Shareholders may also elect to have their dividends paid to the account indicated on the initial Application Form. Shares subscribed for before the deadline on a Dealing Day shall begin earning income and their dividend entitlement on that day. No interest will be paid on accrued but unpaid dividends.

**If a shareholder redeems all Shares during a calendar month, any dividends to which such shareholder is entitled will be paid along with the redemption proceeds.**

It is the policy of the Directors to maintain a stable Net Asset Value per Share in each Fund, except for Accumulating Share Classes; however, the Company cannot guarantee this result. To the extent necessary to maintain a stable Net Asset Value per Share, the Company may effect Special Redemptions or temporarily reduce or suspend the declaration of daily dividends or take any action deemed appropriate for this purpose. Dividends declared in relation to Class A Shares, Class B Shares, Class C Shares, and Class I Shares in each Fund will vary to the extent that the management fees applicable to each Class of the relevant Fund differ. Additionally, dividends may be declared at a different rate for each Fund.

With respect to the Class R Shares, shareholders do not receive dividends since their share of income and profits are accumulated and reflected in the daily Net Asset Value per Share.

## 4.9. Borrowing Powers and Investment Restrictions

The Bye-laws of the Company contain no restrictions on the investments or borrowing powers of the Directors in respect of any Fund. However, the Directors intend that the Company shall not for the account of any Fund:

1. acquire securities or instruments with an unexpired maturity or interest rate re-fixing date of more than 13 months;
2. make loans (except to the extent that the acquisition of an investment might constitute a loan) or guarantee the repayment of loans other than the making of deposits with the Bank or any bank or deposit-taking institution approved by the Manager;
3. invest in real property, commodities or commodity contracts;
4. acquire any asset or investment which would involve the assumption of unlimited liability unless a corresponding hedge transaction is entered into in respect to that asset or investment;
5. make investments which will result in the Company exercising legal or management control of any underlying investments;
6. invest more than 10% of the value of the net assets of a Fund in securities issued by any one body corporate or group of companies (except for securities issued by the government of an OECD country, supra-national entities and securities issued by agencies backed by such governments or supra-national entities and for Triple A rated money market funds); and
7. sell securities short, buy securities on margin or buy, sell or deal in options in securities or warrants except for the purposes of hedging.

The Manager shall not in any case be obliged to reduce any holding if any such limit were exceeded owing to the appreciation or depreciation of investments, the receipt of profits, bonuses or benefits in the nature of capital, any scheme of arrangement or amalgamation, reconstruction, conversion or exchange, any redemption of shares or fluctuations in exchange rates. However, if these limits are exceeded, the Company may not add further to such investments.

## 4.10. Risk Warnings

### 4.10.1. General

The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in securities or other instruments and there can be no assurance that any appreciation in value of investments will occur. In particular the value of investments may be affected by uncertainties such as international, political and economic developments or changes in government policies. As each Fund invests substantially all of its assets into

the applicable Master Funds, reference should be had to the applicable Master Fund's prospectus risk warnings in addition to those set out below.

The value of investments and the income derived therefrom may fall as well as rise and investors may not recoup the original amount invested in the Company. An investment should only be made by those persons who are able to sustain a loss on their investment.

There can be no guarantee that the investment objective of a Fund will actually be achieved. An investment in any of the Funds is not guaranteed.

**It should be noted that an investment in a Fund is different in nature from a bank deposit and the actual amount invested in a Fund is capable of fluctuation. Furthermore, investors in Distributing Share Classes which seek to maintain a stable Net Asset Value per Share should note that there is no guarantee that a stable net asset value will be maintained.**

Shareholders may not recoup the original amount invested in a particular Fund.

#### 4.10.2. Contagion Risk

The ability of a Fund to maintain principal value can be adversely affected by other money market funds. If any money market fund fails to maintain principal, or there is a perceived threat of such a failure, other money market funds, including a Fund, could be subject to increased redemption activity which could adversely affect a Fund's principal value.

#### 4.10.3. Credit Risk

An issuer that a Fund is exposed to may default and not make payments on all securities potentially leading to a Fund incurring a loss of principal. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell, which could adversely affect a Fund's principal value.

Additionally, while it is intended that the Fund will be invested in securities which have the credit rating as set out within the particulars of the aforementioned Fund, there may be market conditions which lead to a wider downgrade of credit ratings affecting some or all of those securities including government issued securities. In such circumstances, the Company shall take such action as it considers appropriate and in the best interest of Shareholders taking into account relevant advice and any guidance or direction from any regulatory authority (where applicable). If a counterparty is subsequently downgraded below the minimum rating and the Company believes it is in the best interests of the shareholders in the relevant Fund, the exposure may continue to be held.

#### 4.10.4. Changes in Interest Rates

The value of Shares may, notwithstanding the policy of the Company of investing in short-term instruments, be affected by substantial adverse movements in interest rates. This may result in the amount realised on the sale of Shares being less than the original amount invested.

#### 4.10.5. Derivative Risk

Derivatives (such as swaps) are highly specialised instruments that require investment techniques and risk analyses different from those associated with equities and debt securities. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself. In particular, the use and complexity of derivatives require the maintenance of adequate controls to monitor the transactions entered into and the ability to assess the risk that a derivative transaction adds to a portfolio. In an environment of interest rate volatility, derivative instruments, such as interest rate swaps, may be used in order to hedge a Fund against large variations of the market value. These instruments will be used for hedging interest rate risks purpose only. There can be no guarantee or assurance that the use of derivatives will meet or assist in meeting the investment objectives of a Fund.

Where a Fund enters into derivative techniques, it will be exposed to the risk that the counterparty may default on its obligations to perform under the relevant contract. In the event of a bankruptcy or insolvency of a counterparty, a Fund could experience delays in liquidating the position and may incur significant losses. There is also a possibility that on-going derivative transactions will be terminated unexpectedly as a result of events outside the control of the Investment Manager, for instance, bankruptcy, supervening illegality or a change in the tax or accounting laws relative to those transactions at the time the agreement was originated.

The swap market has grown substantially in recent years with a large number of banks and investment banking firms acting both as principals and as agents utilising standardised documentation. As a result, the swap market has become liquid but there can be no assurance that a liquid secondary market will exist at any specified time for any particular swap. Derivatives do not always perfectly or even highly correlate or track the value of the securities, rates or indices they are designed to track. Consequently, the Manager's use of derivative techniques may not always be an effective means of, and sometimes could be counter-productive to, a Fund's investment objective.

A Fund may utilise both exchange-traded and over-the-counter derivatives, including, but not limited to, futures, forwards, swaps and options for efficient portfolio management. These instruments can be highly volatile and expose investors to a high risk of loss. The low initial margin deposits normally required to establish a position in such instruments permit a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited. In addition, daily limits on price fluctuations and speculative position limits on exchanges may prevent prompt liquidation of positions resulting in potentially greater losses. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

#### 4.10.6. Conflict of Interest

Investors should refer to the section entitled "Conflicts of Interest" below for further details.

#### 4.10.7. Legal Risk

Legal risk is the risk of loss due to unexpected application of a law or regulation, or because contracts are not legally enforceable or documented correctly in the context of financial derivative instruments.

#### 4.10.8. Reverse Repurchase Agreements

In the event of a bankruptcy or other default of a seller of a reverse repurchase agreement, the Company could experience both delays in liquidating the underlying securities and losses, including a possible decline in the value of the underlying securities during the period when the Company seeks to enforce its rights thereto, reduced levels of income and lack of access to income during this period and the expenses of enforcing its rights.

#### 4.10.9. Counterparty and Settlement Risk

Settlement risk occurs when a transaction is not completed as duly agreed between the parties. This may be due to an error or omission in the necessary settlement, clearing or registration processes or due to the lack of creditworthiness of one of the parties to the transaction.

Counterparty risk occurs when a party to a contract fails to honour and defaults on its obligations thereunder. Funds which are party to these risks can incur considerable losses.

#### 4.10.10. Market and Liquidity Risk

Trading counterparties may from time to time refrain from making a market in a particular financial contract or instrument, with the result that those persons already holding such a contract or instrument are unable to liquidate

their exposure. Such characteristics can lead to considerable losses being incurred by those exposed to such instruments.

#### 4.10.11. Correlation Risk

A Fund may utilise forward contracts and currency options to seek to hedge against fluctuations in the relative values of a Fund's portfolio positions as a result of changes in currency exchange rates and market interest rates. Hedging against a decline in the value of portfolio positions does not eliminate fluctuations in the values of portfolios positions nor does it prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the positions' value. Such hedge transactions also limit the opportunity for gain if the value of the portfolio positions should increase. Moreover, it may not be possible for a Fund to hedge against any exchange rate or interest rate fluctuation which is so generally anticipated that the Fund is not able to enter into a hedging transaction at a price sufficient to protect the Fund from the decline in value of the portfolio position anticipated as a result of such a fluctuation.

#### 4.10.12. Currency Transactions

A Fund may engage in currency transactions in order to hedge instruments not denominated in its Base Currency. In this regard, spot transactions and forward contracts are subject to the risk that counterparties will default on their obligations. Since a forward contract is not guaranteed by an exchange or clearinghouse, a default on the contract would deprive a Fund of the hedging benefits of the contract and force a Fund to cover its purchase or sale commitments, if any, at the current market price. The Company, on behalf of a Fund will not enter into such transactions unless the credit quality of the unsecured senior debt or the claims-paying ability of the spot or forward contract counterparty thereto is rated 'A' or better by both Standard & Poor's and Moody's.

#### 4.10.13. Currency of Reference

Depending on the investor's currency of reference, currency fluctuations may adversely affect the value of an investment.

#### 4.10.14. Changes to Net Asset Value

Investors should note that although the Directors will seek to stabilise the Net Asset Value per Share of Distributing Share Classes, there can be no assurance that the Company will be able to attain this objective. The price of Shares as well as the income therefrom may go down as well as up to reflect changes in the Net Asset Value per Share of the Funds.

#### 4.10.15. Negative Yield

Market conditions, including but not limited to a reduction in interest rates, may have a material impact on the Yield payable on Shares of a Class. Either the Yield will be so low that following the deduction of the charges and expenses applicable to the Class it will be a negative number (Negative Net Yield) or the Yield will already be a negative number before the charges and expenses have been deducted (Negative Gross Yield). Such market conditions, together with any actions taken by financial institutions in response thereto (such as, for example, by way of reducing interest rates and therefore income payable on investments of a Fund), are outside the control of the Directors.

A Negative Net Yield and/or Negative Gross Yield environment creates potential issues for the Distributing Share Classes which seek to maintain their respective Shares at a constant Net Asset Value per Share. In such an environment, the Yield of a Distributing Share Class may not be sufficient to pay a distribution or cover charges or expenses or other liabilities attributable to such Class, such as the fees of the Manager or other operating costs.

Where a Negative Net Yield and/or Negative Gross Yield environment creates potential issues for any Fund Distributing Share Classes which seeks to maintain the Distributing Share Classes in the Fund at a constant Net Asset Value per Share, the Directors, upon the provision of 14 calendar days' (or such other number of days as is reasonably

practicable in the circumstances) notice to Shareholders of the relevant Class, may implement a conversion of that Class to an Accumulating Share Class. Where such a conversion is implemented, the Classes affected will change their dividend policy to that of an Accumulating Share Class. Accumulating Share Classes may be quoted up to eight decimal places unless otherwise notified to Shareholders. The Negative Yield will be accrued into the Net Asset Value and accordingly, the Net Asset Value per Share will not remain constant. Capital may be eroded.

The Directors may reverse the conversion such that the A, B, C and I Classes in the Low Volatility Money Market Fund which are operating as Accumulating Share Classes may convert to Distributing Share Classes where the yield environment so permits.

Investors should also note that although the Directors will seek to stabilise the Net Asset Value per Share in each Distributing Share Class, there can be no assurance that the Company will be able to attain this objective.

#### 4.10.16. Suspension of Valuation

The ability to subscribe for, or redeem Shares may be affected by a temporary suspension of the determination of the Net Asset Value of a Fund which may take place upon the occurrence of certain events as described under "Temporary Suspension of Determination of Net Asset Value".

#### 4.10.17. Segregation of Assets and Liabilities between the Classes

Each Fund (and any other Fund maintained from time to time) of the Company is not a separate legal entity. The Company will, in its books and records, segregate the assets and liabilities of each Fund attributable to it. Whilst the Company may segregate the assets and liabilities attributable to each Fund it maintains in its books and records, any third party creditor will be a creditor of the Company as the legal entity and if the Company defaults under any liability owed to one or more third parties where the relevant liability is attributable to a particular Fund, such third party or third parties will have recourse to all the assets of the Company (i.e. the assets attributable to all Funds, and not just the assets of the Fund to which the relevant liability is attributable in the books and records of the Company) to satisfy such liability or liabilities.

#### 4.10.18. Changes to Share Value

Notwithstanding the objective of each of the Distributing Share Classes of the Funds to maintain a stable Net Asset Value, it should be appreciated that the value of Shares and the income from them may fall as well as rise, and that investors may not get back the amount they have invested. For all Funds, changes in exchange rates may cause the value of Shares to go up or down.

#### 4.10.19. Political and/or Regulatory Risks

The value of the assets of a Fund may be adversely affected by uncertainties such as international political and economic developments and change in market conditions, government policies and in legal, regulatory and tax requirement.

#### 4.10.20. Foreign Account Tax Compliance Act (FATCA)

Please see the following Tax section for further details on how FATCA could affect your investment.

#### 4.10.21. Pandemic Risk

An outbreak of an infectious disease, pandemic or any other serious public health concern could occur in any jurisdiction in which a Fund may invest, leading to changes in regional and global economic conditions and cycles which may have a negative impact on the Fund's investments and consequently its Net Asset Value. Any such outbreak may also have an adverse effect on the wider global economy and/or markets which may negatively impact a Fund's investments more generally. In addition, a serious outbreak of infectious disease may also be a force majeure

event under contracts relating to the Company thereby relieving a counterparty of the timely performance of the services such counterparties have contracted to provide to the Funds (the nature of the services will vary depending on the agreement in question).

#### 4.10.22. ESG Scoring Risk

The Master Fund and its investment manager may rely on third parties to provide ESG scoring data for the Master Fund where relevant. Therefore the Master Fund, and the Company with respect to the Master Fund, are subject to operational and data quality risks associated with reliance on their party service providers and data sources. ESG data provided by third parties may not always be reliable or consistent and this may impact on the Master Fund's ability to accurately assess sustainability risks and effectively promote environmental and social characteristics, where relevant.

#### 4.10.23. No Investment Guarantee Equivalent to Deposit Protection

Investment in a Fund is not in the nature of a deposit in a bank account and is not protected by any government, government agency or other guarantee scheme which may be available to protect the holder of a bank deposit account.

#### 4.10.24. Legal Requirements

Persons interested in purchasing Shares should inform themselves as to (a) the legal requirements within their own countries for the purchase of Shares, (b) any foreign exchange restrictions which may be applicable, and (c) the income and other tax consequences of purchase, switching and redemption of Shares.

#### 4.10.25. Sanctions Risk

The Company is required to comply with applicable requirements of international financial sanctions, in particular, in relation to the application of such international financial sanctions to its investors.

#### 4.10.26. Asset-Backed and Receivables-Backed Securities

Asset-backed securities such as asset backed commercial papers are created by the grouping of certain governmental, government-related and private loans, receivables and other lender assets into pools. Interests in these pools are sold as individual securities. Payments from the asset pools may be divided into several different tranches of debt securities, with some tranches entitled to receive regular instalments of principal and interest, other tranches entitled to receive regular instalments of interest, with principal payable at maturity or upon specified call dates, and other tranches only entitled to receive payments of principal and accrued interest at maturity or upon specified call dates. Different tranches of securities will bear different interest rates which may be fixed or floating.

Because the loans held in the asset pool often may be prepaid without penalty or premium, asset-backed securities are generally subject to higher prepayment risks than most other types of debt instruments. Prepayment risks on mortgage securities tend to increase during periods of declining mortgage interest rates because many borrowers re-finance their mortgages to take advantage of the more favourable rates. Depending upon market conditions, the yield that a Fund receives from the re-investment of such prepayments, or any scheduled principal payments may be lower than the yield on the original mortgage security. As a consequence, mortgage securities may be a less effective means of "locking in" interest rates than other types of debt securities having the same stated maturity and may also have less potential for capital appreciation. For certain types of asset pools, such as collateralised mortgage obligations, prepayments may be allocated to one tranche of securities ahead of other tranches, in order to reduce the risk of prepayment for the other tranches.

The credit characteristics of asset-backed securities also differ in a number of respects from those of traditional debt securities. The credit quality of most asset-backed securities depends primarily upon the credit quality of the assets

underlying such securities, how well the entity issuing the securities is insulated from the credit risk of the originator or any other affiliated entities, and the amount and quality of any credit enhancement to such securities.

## 4.11. Taxation

**The following statements are by way of a general guide to potential investors and Shareholders only and do not constitute tax advice. Shareholders and potential investors are therefore advised to consult their professional advisers concerning possible taxation or other consequences of purchasing, holding, selling or otherwise disposing of the Shares under the laws of their country of incorporation, establishment, citizenship, residence or domicile.**

Shareholders and potential investors should note that the following statements on taxation are based on advice received by the Directors regarding the law and practice in force in the relevant jurisdiction at the date of this Document and proposed regulations and legislation in draft form. As is the case with any investment, there can be no guarantee that the tax position or proposed tax position prevailing at the time an investment is made in the Company will endure indefinitely.

### 4.11.1. Bermuda Taxation

#### **The Company**

At the date of this Prospectus, there is no Bermuda income, corporation, or profits tax, withholding tax, capital gains tax, capital transfer tax, estate duty or inheritance tax payable by the Company or its shareholders, other than shareholders ordinarily resident in Bermuda. The Company is not subject to stamp duty on the issue, transfer or redemption of its Shares. The Company has received from the Minister of Finance of Bermuda under the Exempted Undertakings Tax Protection Act, 1966 an assurance that, in the event of there being enacted in Bermuda any legislation imposing tax computed on profits or income, or computed on any capital assets, gain or appreciation or any tax in the nature of estate duty or inheritance tax, such tax shall not until 31 March 2035 be applicable to the Company or to any of its operations, or to the shares, debentures or other obligations of the Company except in so far as such tax applies to persons ordinarily resident in Bermuda and holding such shares, debentures or other obligations of the Company or any land leased or let to the Company.

As an exempted company, the Company is liable to pay in Bermuda a registration fee based upon its authorised share capital, currently BD\$32,676 per annum.

The Company has been classified as non-resident of Bermuda for exchange control purposes by the Bermuda Monetary Authority whose permission for the issue of Shares in the Company has been obtained. The transfer of Shares between persons regarded as non-resident of Bermuda for exchange control purposes and the issue and redemption of Shares to or by such persons may be effected without specific consent.

Any person regarded as resident in Bermuda for exchange control purposes may require specific authorisation under that Act. The Company, by virtue of being non-resident of Bermuda for exchange control purposes, is free to acquire, hold and sell any foreign currency and securities without restriction.

Prospective purchasers should consult their own tax advisers in the countries of their nationality, citizenship, residence, domicile, ordinary residence and place of business to determine the possible tax or other consequences of purchasing, holding and redeeming shares of the Company under the laws of their respective jurisdictions.

#### **Foreign Account Tax Compliance Act (FATCA)**

The U.S. Foreign Account Tax Compliance Act (FATCA) provisions of the Hiring Incentives to Restore Employment Act of 2010 require certain foreign financial institutions (FFIs) (which may include the Company) to enter into an agreement with the U.S. Internal Revenue Service (IRS) to disclose to the IRS the name, address, tax identification number, and other specified information of certain U.S. and non-U.S. persons who own a direct or indirect interest (a

“financial account”) in the FFI, and to withhold on certain investors that fail to provide such information, or otherwise be subject to a 30% withholding tax with respect to certain U.S. source income (including interest and dividends) and gross proceeds from any sale or distribution of property that can produce U.S. source dividends and interest (“withholdable payments”) and “pass thru” payments (generally withholdable payments and payments that are attributable to withholdable payments) made by FFIs. Further, if the Company is not characterized as an FFI, it may be characterized as a passive non-financial foreign entity, in which case it may be subject to such 30% withholding tax on certain payments unless it either provides information to withholding agents with respect to its “substantial U.S. owners” or makes certain certifications. The regulations issued under FATCA provide that the FATCA withholding tax is currently imposed with respect to payments of U.S. source income but will not be imposed with respect to payments of proceeds from the sale of property and pass thru payments before January 1, 2019.

The Bermuda government has entered into a Model 2 Intergovernmental Agreement (an “IGA”) with the United States to facilitate the implementation of FATCA. Under the Model 2 IGA, the Company has registered with the IRS and is subject to the requirements of FATCA, including due diligence, reporting and withholding. Assuming registration and compliance pursuant to the Model 2 IGA, an FFI would be treated as compliant with FATCA and not subject to withholding.

The Company may be subject to the requirements imposed on foreign financial institutions or passive non-financial foreign entities under FATCA and will use reasonable efforts to avoid the imposition of a withholding tax under FATCA, which may include entering into an agreement with the IRS. In this event, a Shareholder will be required to provide any information, tax documentation and waivers that the Company determines are necessary to avoid the imposition of such withholding tax. The ability of the Company to satisfy such obligations will depend on each Shareholder providing, or causing to be provided, any information, tax documentation and waivers, including information concerning the direct or indirect owners of such Shareholder, that the Company determines are necessary to satisfy such obligations. The Shareholder understands that the Board may compulsorily redeem the Shares of any Shareholder who does not provide this information. Furthermore, if the Shareholder fails to provide such information upon request, the Shareholder acknowledges and agrees that the Company may specially allocate any withholding penalties or other costs or expenses incurred by the Company to the Shares held by the Shareholder.

Companion provisions of FATCA may require individual holders of Shares to annually report with their U.S. federal income tax returns certain information with respect to the Shares issued by the Company (a “specified foreign financial asset”) on IRS Form 8938 (“Statement of Specified Foreign Financial Assets”).

### **Common Reporting Standard**

The Standard for Automatic Exchange of Financial Account Information in Tax Matters (commonly referred to as the “Common Reporting Standard” or “CRS”) is a regime developed by the Organisation for Economic Co-operation and Development (“OECD”) to facilitate and standardize the exchange of information on residents’ assets and income, primarily for taxation purposes, between numerous jurisdictions around the world (“participating foreign jurisdictions”). Bermuda is a signatory to The Multilateral Convention on Mutual Administrative Assistance in Tax Matters which permits participating foreign jurisdictions to enter into agreements that provide for the automatic exchange of information with respect to certain tax matters. On October 29, 2014, Bermuda signed The Multilateral Competent Authority Agreement on Automatic Exchange of Financial Account Information (the “MCAA”) which provides the legal basis through which participating foreign jurisdictions can agree to the CRS. Bermuda, together with other participating foreign jurisdictions, committed to implement CRS with effect from January 1, 2016 and as a result, the Company is required to identify accounts held directly or indirectly by residents in participating foreign jurisdictions and to report information on such persons to the relevant tax authority in Bermuda, which will then exchange such information annually with foreign fiscal authorities.

### **Other Jurisdictions**

The central management and control and the day-to-day management of the Company are undertaken in Bermuda and it is not intended that the Company will operate in such a manner as to be engaged in a trade or business,

directly or through a branch or agency, in any other jurisdiction. Accordingly, it is not expected that the Company will be subject to foreign taxation other than withholding taxes on certain investment income.

## 4.12. Net Asset Value

The subscription and redemption price of a Share is determined at the applicable Valuation Point and is calculated by reference to the value of the net assets attributable to the relevant Class within the relevant Fund, subject to the valuation policies described below.

Where the Fund is closed due to a Bermuda holiday, this will not constitute a Valuation Point. On those days where the Fund is closed due to a Bermuda holiday but the markets of the underlying assets of the Fund are not closed, any price or yield adjustment attributable to a change in the value of the underlying assets of the Fund during that Bermuda holiday will be reflected in the following net asset value calculation as of the next occurring Valuation Point of the Fund. Where at the relevant time there are no Shares of the relevant Class in issue, the Subscription Price shall be such amount in the underlying Base Currency as the Directors shall determine.

The assets of a Fund comprise the aggregate of:

1. investments owned or contracted to be acquired by the Fund;
2. cash on hand or on deposit, including accrued interest on such deposits;
3. cash payments outstanding on any shares allotted by the Fund;
4. bills and demand notes and amounts receivable including net amounts receivable in respect of investments contracted to be realised by the Fund;
5. interest accrued on interest-bearing investments of the Fund, except that accrued on securities which is included in the quoted price; and
6. other property and assets of any kind and nature of the Fund, including prepaid expenses and unamortised preliminary expenses as valued and defined from time to time by the Directors

The liabilities of a Fund are deemed to include:

1. investments contracted to be sold by the Fund;
2. bills and accounts payable by the Fund;
3. management and administrative expenses payable and/or accrued (the latter on a day-to-day basis) in respect of the Fund;
4. the gross acquisition consideration of investments or other property contracted to be purchased by the Fund;
5. reserves authorised or approved by the Directors for duties and charges or taxes or contingencies (accrued where appropriate on a day-to-day basis);
6. the aggregate amount of all borrowings and interest commitment fees and other charges of the Fund arising in connection therewith (accrued where appropriate on a day-to-day basis); and
7. other liabilities of the Fund of whatsoever nature (which shall, where appropriate, be deemed to accrue from day to day), including outstanding payments on any Shares previously redeemed and, as from the record date in respect thereof, any dividends declared and not paid (contingent liabilities, if any, being valued in such manner as the Directors may determine from time to time or in any particular case).

Subject to the below noted valuation policies, the Net Asset Value of any Class of Shares within a Fund is determined by taking the total value of the investments and other assets and income thereon within the relevant Fund attributable to that Class and deducting that Class' expenses and liabilities, in all cases in a manner determined by the Directors. The Net Asset Value per Share of any Class shall be calculated at the time of each determination by dividing the Net Asset Value of the relevant Class by the number of Shares of the relevant Class outstanding.

## Master Fund NAV

A full description of the Master Fund's valuation methods can be found in the Master Fund's Prospectus. Generally, for the purposes of calculating the Net Asset Value of the Shares of the Master Fund, the Administrator shall value the assets using a mark-to-market or mark-to-model price whenever possible subject to the derogation to use amortised cost for assets in the Low Volatility NAV Money Market Funds and Constant NAV Money Market Funds.

## Valuation Policy of Low Volatility NAV Money Market Funds

A Low Volatility NAV Money Market Fund shall value assets which have a residual maturity of up to 75 days using the amortised cost method. However, the amortised cost method shall only be used where:

1. the mark-to-market and/or mark-to-model price of that asset does not deviate by more than 10 basis points from the amortised cost price. In the event of such a deviation, the Fund shall use the applicable mark-to-market or mark-to-model price of that asset; and
2. the Fund's Net Asset Value calculated using the mark-to-market and/or mark-to-model method does not deviate by more than 0.20% from the Net Asset Value calculated using the amortised cost method. In the event of such a deviation (a "Valuation Deviation"), the Fund shall use the mark-to-market and/or mark-to-model to value all assets.

The difference between the constant NAV per unit or share and the NAV per unit or share calculated in accordance with the determination of Net Asset Value shall be monitored daily.

## Valuation Policy of Constant NAV Money Market Funds

A Constant NAV Money Market Fund shall value all of its assets using the amortised cost method. The Net Asset Value calculation shall be monitored daily.

## Amortised Cost Valuation

The amortised cost method of valuation involves taking the acquisition cost of an asset and adjusting that value for amortization of premiums or discounts until maturity rather than using the current market value of that asset.

## Mark-to-Market and Mark-to-Model Valuation

The mark-to-market pricing methodology involves the valuation of positions at readily available close out prices that are sourced independently, including exchange prices, screen prices, or quotes from several independent reputable brokers.

When using mark-to-market pricing, a Funds' assets shall be valued at the more prudent side of bid and offer price unless the value of the asset can be closed out at mid-market price. The Directors of the Master Fund have indicated they will only use good quality market data.

Where the use of the mark-to-market method is not possible or the market data is not of sufficient quality, an asset shall be valued conservatively by using the mark-to-model. The mark-to-model methodology means any valuation which is benchmarked, extrapolated or otherwise calculated from one or more market input. The model shall accurately estimate the intrinsic value of the asset, based on up-to-date key factors.

In each case, Shares will be sold and redeemed after declaring dividends of substantially all of the Funds' net investment income and net realised investment gains attributable to the Shares daily and by valuing the Company's investments using the amortised cost method. Under this valuation method, the Company's investments are valued at their acquisition cost as adjusted for amortisation of premium or accretion of discount rather than at current market value. The Manager will continually monitor any deviation between the value of assets using this method and the current market value and recommend changes, where necessary to ensure that the Company's investments are valued at their fair value as determined in good faith by the Directors. If material deviation occurs, the value of the assets will be adjusted. This method will only be used for investments with a residual maturity of less than 13 months.

and with a minimum credit rating of investment grade. In order to stabilise the Net Asset Value of the Distributing Share Class, the Company may effect Special Redemptions as more specifically provided for in this Prospectus.

The Net Asset Value of any Class of Shares within a Fund is determined by taking the total value of the investments and other assets and income thereon within the relevant Fund attributable to that Class and deducting that Class' expenses and liabilities, in all cases in a manner determined by the Directors. The Net Asset Value per Share of any Class shall be calculated at the time of each determination by dividing the Net Asset Value of the relevant Class by the number of Shares of the relevant Class outstanding.

The value of the net assets of a Fund is determined in accordance with the Bye-laws of the Company which also provide, inter alia, that:

1. the Directors at their absolute discretion may permit some other method of valuation to be used if they consider that such valuation better reflects the fair value of any investment or investments;
2. the value of any cash in hand or on deposit, bills and demand notes and amounts receivable, prepaid expenses, cash dividends and interest declared or accrued and not yet received shall be deemed to be the full amount thereof unless the Directors shall have determined that the same is not worth the full amount thereof, in which event the value thereof shall be such as the Directors deem to be the reasonable value thereof;
3. the preliminary expenses of the Company have already been amortised. The preliminary expenses of any additional Fund are to be amortised over a maximum period of five years from the launch of the relevant Fund and are to be included as an asset valued at cost, less amounts amortised;
4. where a Fund has entered into a forward contract for the sale or purchase of currency, the currency required to be delivered by the relevant Fund shall be included in the assets of the relevant Fund at the price payable to the relevant Fund under such contract and there shall be included in the liabilities of the relevant Fund the cost of purchasing as advised to the Fund for the relevant Dealing Day, the contract quantity of that currency on the date for performance of the contract; and
5. any value (whether of a security or of cash) otherwise than in the underlying currency of the relevant Fund is to be converted into such currency at the rate (whether official or otherwise) which the Directors shall, in their absolute discretion, deem appropriate to the circumstances having regard, inter alia, to any premium or discount which they consider may be relevant and to costs of exchange.

The Bye-laws provide that any certification as to the Net Asset Value per Share given in good faith by or on behalf of the Directors is binding on all parties.

#### 4.13. Temporary Suspension of Determination of Net Asset Value

The Manager may suspend the determination of the Net Asset Value per Share of any Class for the whole or any part of a period during which any exchange or over-the-counter market on which any significant portion of the investments of a Fund are listed, quoted, traded or dealt in is closed (other than customary weekend and holiday closings) or trading on any such exchange or market is restricted; when circumstances exist as a result of which in the opinion of the Manager it is not reasonably practicable for the Company to dispose of investments comprised in a Fund or as a result of which any such disposal would be materially prejudicial to shareholders; when a breakdown occurs in any of the means normally employed in ascertaining the value of investments or when for any other reason the value of any of the investments or other assets of a Fund cannot reasonably or fairly be ascertained; or during which the Company is unable to repatriate funds required for the purpose of making payments due on redemption of the Shares of the relevant Class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemptions of the Share cannot in the opinion of the Manager be effected at normal rates of exchange. As the Company invests substantially all of its assets into the applicable Master Fund, a suspension of net asset value by the applicable Master Fund may also result in a suspension of Net Asset Value Per Share of the applicable Class. Full details of when a Master Fund may suspend its net asset value is set out in the applicable Master Fund Prospectus.

No Shares may be issued, converted or redeemed during such period of suspension. The Directors will use their best endeavours to cause notice of their declaration of such suspension to be published and will cause another notice to be so published at the end of any such period of suspension.

#### 4.14. Publication of Prices and Other Information

Details of the most recent subscription and repurchase price of Shares may be obtained from the Company and, where listed, will be notified by the Administrator without delay to the Bermuda Stock Exchange following calculation. They are also listed daily on <https://www.assetmanagement.hsbc.bm> and are available on Bloomberg.

## 5. Part Two

### 5.1. Management and Administration

#### 5.1.1. Directors

##### **The Directors of the Company are:**

**Faith A. Outerbridge**, Bermudian, is the Head of HSBC Global Asset Management Bermuda. She originally joined the Bank of Bermuda in 1993 as a Fund Manager, bringing the previously outsourced money market fund management in-house. She then progressed to the role of Senior Fund manager in 2000 with oversight of all in house managed money market funds, including the sterling and euro funds. In 2003, she became the Director of Investment Management, an expanded role including oversight of all other non-liquidity in-house managed funds, most notably the fund of funds business. Ms Outerbridge was promoted to the Regional CIO for Liquidity in 2006 and had oversight for the management of all Liquidity funds managed in the Americas. She was promoted to her current role in April 2011. Prior to joining the bank, she worked at ACE Ltd and the Bank of Butterfield. She obtained her BA in Administrative and Commercial Studies from the University of Western Ontario in 1989, her MBA from Dalhousie University in 1991 and her CFA designation in 1996.

**Anthony T. Riker**, British, is a Vice President and Head of Captive and Insurance Banking, Commercial Banking, HSBC Bank Bermuda. He graduated in 1982 from Boston University with a degree in Economics. Following graduation, Mr. Riker entered the management trainee program at the Bank of Bermuda, working in Internal Audit. He left the Bank in 1987 as an Audit Senior and went to work for Boston Safe Deposit and Trust Company as an Audit Officer. In 1992, he transferred to their London office to work as Credit Officer and Audit Manager. Mr. Riker returned to Bank of Bermuda in 1993, where he has held various positions in the Alternative Fund Services group and Corporate Banking including Head of Sales, Senior Relationship Manager in Bermuda and Head of Corporate Banking at HSBC Bank (Cayman) Limited.

**William Cooper**, British, is a Senior Associate in the Corporate Department of Conyers Dill & Pearman Limited in Bermuda. William's practice covers all aspects of Bermuda corporate law, with a focus on insurance, investment fund and investment business law and regulation. He specialises in the formation, registration and ongoing regulation of investment funds, investment businesses and insurers, and has advised on the formation, licensing and listing on the Bermuda Stock Exchange of numerous cat bond special purpose insurance vehicles. William also advises on various matters of general corporate and commercial law, including incorporations/formations, continuations, financings, mergers and acquisitions. William graduated from Queen's University with a BA (Hons.) in 2009, and received an LLB (Hons.) from King's College London in 2013 and an LLM (Distinction) in professional legal practice from the University of Law in London in 2014. William was called to the Bermuda Bar in 2015 and is registered as a Barrister and Attorney, Notary Public and Commissioner of Oaths in Bermuda.

**Barry Harbison**, British, is Americas Head of Liquidity Investment Specialists and has been working in the industry since 2006. Barry is responsible for representing HSBC Asset Management's Liquidity and Short Duration Fixed Income products to corporate and financial institution clients of HSBC in the Americas, acting as a subject matter expert on off-balance sheet cash investment solutions. Prior to joining HSBC in 2008, Mr. Harbison worked as an attorney at A&L Goodbody Solicitors (Dublin, Ireland) where he specialized in advising a variety of mutual funds. He holds a LL.B. (Hons) Bachelor of Laws from Queens University in Belfast, Northern Ireland.

**Robin Masters**, Bermudian, has over twenty years of diverse board experience with a strong background in the role of the board and the critical duties and responsibilities of an independent director. She was a Non-Executive Director of the Bermuda Monetary Authority and serves as an Independent Trustee of Legg Mason funds. She chaired the Bermuda Government Public Funds Investment Committee 2013 - 2017 and has served on the board of a number of non-profits in Bermuda. She received the Chartered Financial Analysts (CFA) designation in 1992, is a member of the

CFA Institute and served on the board of CFA Society Bermuda. She retired as Chief Investment Officer and Treasurer of ACE Limited in May 2000.

No director has:

1. had any unspent convictions in relation to indictable offences; or
2. been a director of any company or partnership which, while he was a director with an executive function or partner at the time of or within 12 months preceding such events, been declared bankrupt, went into receivership, liquidation, administration or voluntary arrangements; or
3. been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies); or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of affairs of any company. For the purposes of the Prospectus, the address of all the Directors is the registered office of the Company.

### 5.1.2. Investment Manager

The Company has delegated the powers of determining investment policy and investment management of the Company in of each of the Fund's to HSBC Global Asset Management (Bermuda) Limited (the "Manager") pursuant to the terms of the investment management agreement, further details of which are contained under "Material Contracts".

In addition the Manager shall be responsible for supervising the administration of the Company and for the payment of any fees and/or expenses of the Custodian and Administrator of the Company. The Manager is a wholly owned subsidiary of HSBC Bank Bermuda Limited.

### 5.1.3. Custodian

The Company has appointed HSBC Continental Europe to act as the Custodian to the Company pursuant to the Custodian Agreement.

### 5.1.4. Administrator and Registrar

The Company has appointed HSBC Securities Services (Bermuda) Limited to act as administrator, registrar and transfer agent of the Company.

### 5.1.5. Auditors

KPMG Audit Limited, have been appointed auditors to the Company. This appointment is subject to approval at each annual general meeting.

## 5.2. Meeting and Reports to Shareholders

The Directors intend that the Annual General Meeting of Shareholders will be held in Bermuda within each calendar year.

The financial year of the Company ends on 30th April each year.

The annual report of the Company incorporating audited financial statements (made up to 30 April in each year) are available at the registered office of the Company and will be sent to investors upon request. Annual general meetings will usually be held in Bermuda on such date as the Directors may determine. Notices convening each annual general meeting will be sent to shareholders not later than 21 days before the date fixed for the meeting with a cover letter providing a website link to the accounts. The financial statements of the Company will be maintained in US Dollar and comprise the accounts of each Fund.

### 5.3. Conflicts of Interest

The Directors, the Manager, the Administrator and the Custodian may from time to time act as director, manager, custodian, registrar, broker, administrator, investment advisor or dealer in relation to, or be otherwise involved in, other investment funds established by parties other than the Company. It is, therefore, possible that any of them may, in the course of business, have potential conflicts of interest with the Company, particularly if such other investment funds have similar objectives to those of the Company. The Directors and the Manager will, at all times, have regard in such event to their respective obligations to the Company and will endeavour to ensure that such conflicts are resolved fairly. In addition, any of the foregoing may deal, as principal or agent, with the Company, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis. The Directors and the Manager or any of their respective affiliates or any person connected with them may invest in, directly or indirectly, or manage or advise other investment funds or accounts which invest in assets which may also be purchased or sold by the Company. Neither the Manager nor any of its affiliates nor any person connected with it is under any obligation to offer investment opportunities of which any of them becomes aware to the Company or to account to the Company in respect of (or share with the Company or inform the Company of) any such transaction or any benefit received by any of them from any such transaction, but will allocate such opportunities on an equitable basis between the Company and other clients.

The foregoing does not purport to be a complete list of all potential conflicts of interest involved in an investment in the Company. The Company invests substantially all of its assets into the applicable Master Fund and as such the Company will be exposed to the Conflicts of Interest set out in the Master Fund's Prospectus.

The Directors will seek to ensure that any conflict of interest of which they are aware is resolved fairly.

### 5.4. Fees, Charges and Expenses

#### 5.4.1. Management, Custodian and Administrator Fees

Under the terms of the Management Agreement, the Manager is entitled to receive from the Company in respect of each Fund, a monthly management fee of up to 1% per annum of the average of the daily value of the net assets of each Fund during the month and to be reimbursed its out-of-pocket expenses.

The Manager, out of the management fee it receives for its services, shall be responsible for the payment of the fees and expenses of the Custodian and Administrator and will also bear the Company's pro rata share of any expenses indirectly incurred by the Company as a result of its investment in the Master Fund. The management fee attributable to each Fund, expressed as a per annum percentage of each Fund's Net Asset Value is currently as follows:

Fund	Class A Fees	Class B Fees	Class C Fees	Class I Fees	Class R Fees
<b>US Dollar Fund*</b>	0.25%/0.30%	0.35%/0.40%	0.12%	0.20%	0.65%
<b>US Dollar ESG Fund</b>	0.25%	0.35%	0.12%	0.20%	0.65%
<b>US Treasury Fund*</b>	0.20%/0.25%	0.35%/0.40%	0.12%	0.18%	-
<b>Sterling Fund*</b>	0.25%/0.30%	0.35%/0.40%	0.12%	0.20%	0.65%
<b>Sterling ESG Fund*</b>	0.25%/0.30%	0.35%/0.40%	0.12%	0.20%	0.65%
<b>Euro Fund</b>	0.25%	0.35%	0.12%	0.20%	0.65%
<b>Canadian Dollar Fund</b>	0.30%	0.35%	0.12%	0.20%	0.65%

\* The class A shares and class B shares of each of these Funds are available for dealing through "AIS" for institutional investors only. AIS means the Automated Investment Solution facility which is an investment product offered by HSBC Bank Bermuda. Institutional investors who invest in the Series AIS Shares of each Fund will incur, with respect to their investment in such Shares, a Management Fee which is 0.05% higher than Standard Shares in the same

Fund. Class A Shares and Class B Shares will be further divided into series of shares being Class A Shares- Series AIS and Class A Shares and Class B Shares- Series AIS and Class B Shares to accurately track fee arrangements.

Eligible institutional investors who are entitled to use the HSBC Global Liquidity Portal may invest in Standard Class A Shares, Class B Shares, Class C Shares, or Class I Shares (the "Standard Shares"), all others will invest in the Series AIS Shares of the applicable Fund. Standard Shares are subject to lower fees, than Series AIS Shares of each Fund in accordance with the above noted schedule. Series AIS Shares are not available for investment by investors utilizing the HSBC Global Liquidity Portal.

The Manager is entitled in its absolute discretion to increase (or decrease) these percentages from time to time up to a maximum management fee of 1% per annum per Fund. The Manager may also rebate any Management Fee in its sole discretion. The Manager may also waive any Management Fee for the whole of a Share Class in its sole discretion.

The management fees are accrued at each Valuation Point (daily) and paid monthly at the Class level. The management fee is calculated by taking the "net asset value before variable accruals" at the Class level multiplied by the annual fee rate per class level (as set out above): divided by 365; and multiplied by the number of days in the valuation period.

#### 5.4.2. Directors Fees

Each Director is entitled to receive from the Company a fee at such rate as may be determined from time to time by the Board of Directors provided such remuneration shall not exceed an aggregate amount of US\$30,000 in any financial year without the prior consent of shareholders in a general meeting. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending meetings of the Company.

#### 5.4.3. Other Expenses

The following expenses shall be borne by the Company: -

1. director's, audit, legal, rating agency, Directors & Officers liability insurance, Bermuda Government, Bermuda Monetary Authority, Bermuda Stock Exchange Listing, Bermuda Stock Exchange Listing Sponsor, credit facility, regulatory, financial index licensing fees and out of pocket reasonable fees and expenses; and
2. interest on borrowings and bank charges incurred in negotiating, effecting or varying the terms of such borrowings.

A Redemption fee of up to 3% of the Net Asset Value per Share may be deducted from the redemption proceeds further details of which are set out under "Redemptions".

The total operating expenses of the Company will not exceed in aggregate 1.0% per annum of the average Net Asset Value of the Company. Any excess above this threshold will be paid by the Manager out of its own resources.

## 6. General Information

### 6.1. Incorporation and Share Capital

HSBC Corporate Money Funds Limited, formerly All Points Corporate Money Funds Limited, is a mutual fund company incorporated with limited liability and with unlimited duration in Bermuda on 4 December 1997 in accordance with The Companies Act 1981. The name of the Company was changed to HSBC Corporate Money Funds Limited on 31 December 2004.

### 6.2. Description of Shares

The present authorised share capital of the Company is US\$2,000,000,000 consisting of 12,000 founders' shares of US\$1.00 par value each and 19,999,880,000 common shares of US\$0.10 par value each. The founders' shares have been issued nil paid to, and are owned by, the Manager. The founders' shares are not entitled to vote unless there are no other Shares in issue, are not entitled to any dividends and, in the event of a winding-up or of dissolution of the Company, whether voluntary or involuntary or for the purposes of a reorganisation or otherwise or upon distribution of capital, shall be entitled, *pari passu* with the holders of Shares, only to the amount paid up in respect of each founders' share. The common shares have the rights and are issued and redeemed at prices described in this Prospectus. The Directors have the power at their discretion to create such number of Classes of Shares as they may determine. On the creation of a new Class or Classes of Shares, the Directors may either determine that such new Class or Classes shall relate to an existing Fund or Funds or may establish and maintain a Fund or Funds attributable to one or more such new Class or Classes of Shares and shall specify the Base Currency of such Fund or Funds.

Shares in the Company will be issued in non-certificated form and will be evidenced by entries in the register and confirmed by the issue of written confirmations of ownership.

### 6.3. Bye-laws

The following section is a summary of the principal provisions of the Bye-laws of the Company. Defined terms in this section bear the same meanings as defined in the Company's Bye-laws.

#### 6.3.1. Variation of Class Rights

All or any of the special rights for the time being attached to any Class for the time being issued (of which there are none at present save as referred to herein) may (unless otherwise provided by the terms of issue of the Shares of the Class) from time to time be altered or abrogated with the sanction of a resolution passed by a majority of three-fourths of the holders of such Shares, voting in person or by proxy at a general meeting.

The rights attached to any Class shall (unless otherwise expressly provided by the conditions of issue of such Shares) not be deemed to be varied by the creation, allotment or issue of further Shares ranking *pari passu* therewith.

#### 6.3.2. Voting Rights

Subject to any special terms as to voting upon which any Shares may be issued or may for the time being be held, at any general meeting on a show of hands every shareholder who, being an individual, is present in person or, being a corporation, is present by a duly authorised representative shall have one vote. On a poll every shareholder present as aforesaid or by proxy shall have one vote for every Share held.

The Company will deal with any nominee service provider or shareholder custodian as registered Shareholder of the Company's Shares.

To be passed, resolutions of the Company in general meeting will require a simple majority of the votes cast by the shareholders voting in person or by proxy at the meeting at which the resolution is proposed.

A majority of not less than 75% of the votes cast by the shareholders present in person or by proxy and (being entitled to vote) voting in general meeting is required in order to rescind, alter or amend a Bye-law or make a new Bye-law. Further, no Bye-law shall be rescinded, altered or amended and no new Bye-law shall be made unless the same shall have been proposed at a meeting of the Directors.

### 6.3.3. Changes in Share Capital

The Company in general meeting may from time to time by resolution increase its capital, alter the share capital of the Company and reduce its share capital to such sum not less than US\$12,000.

### 6.3.4. Directors' Interests

A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his/her office of Director, or may act in a professional capacity to the Company on such terms as the Directors may determine.

A Director, notwithstanding his/her interest, may be counted in the quorum present at any meeting at which he/she or any other Director is appointed to hold any such office or position of profit under the Company or at which the terms of any such appointment are arranged, and he/she may vote on any such appointment or arrangement other than his/her own appointment or the arrangement of terms thereof.

No Director shall be disqualified by his/her office from contracting with the Company in any capacity, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be voided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established, provided that the nature of his/her interest is disclosed by him in accordance with the Bye-laws. However, with certain exceptions, a Director shall not vote and shall not be counted in the quorum in respect of any contract or arrangement in which he/she is so interested and, if he/she shall vote, his/her vote shall not be counted.

### 6.3.5. Retirement of Directors

There is no provision for the retirement of Directors on their attaining a certain age.

### 6.3.6. Transfer of Shares

Shares in the Company are transferable by instrument in writing signed by the transferor provided that it would not result in either the transferor or the transferee being registered as the holder of Shares of any Class having a value of less than the Minimum Holding, subject to the Manager's sole and absolute discretion, in any particular case or generally, of the relevant Class of Shares.

### 6.3.7. Unclaimed Dividend

All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. No dividend shall bear interest as against the Company.

### 6.3.8. Indemnities

No Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act of conformity or for any loss or expense to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgment, omission, default or oversight on their part or for any other loss, damage or misfortune whatever which shall happen in the

execution of the duties of their office or in relation thereto, unless the same happens through their own fraud or dishonesty.

Each Director, Secretary or other officer of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses which any such Director or officer may incur or become liable for by reason of any contract entered into, or act or thing done by him as such Director or officer, or in any way in the discharge of his/her duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company, and have priority as between the shareholders over all other claims except as respects any such Director or officer where any such cost, loss or expense shall happen through his/her own fraud or dishonesty.

The Company has agreed to indemnify each of the Manager, the Custodian and the Administrator from and against any and all liabilities, obligations, losses, damages, penalties, actions, judgements, suits, costs, expenses and disbursements of any kind or nature whatsoever other than those resulting from fraud, wilful misconduct or gross negligence on the part of the Manager and Administrator or any agent appointed by them and in the case of the Custodian, other than those resulting from fraud, wilful misconduct or negligence on the part of the Custodian or any agent appointed by it which may be imposed on, incurred by or asserted against the Manager, Custodian or Administrator, as the case may be, in performing their respective obligations or duties under the Management Agreement, Custodian Agreement or Administration Agreement.

### 6.3.9. Funds

The Directors have established and maintain Funds in respect of each Class(es) of Shares. The following provisions apply with respect to such Funds:

1. the proceeds from the allotment and issue of each Class of Shares shall be applied in the books of the Company to the Fund established for that Class of Shares, and assets and liabilities and income and expenditure attributable thereto shall be applied to the relevant Class within such Fund subject to the provisions as set out below. The assets of each Fund will, however, be subject to the general creditors of the Company. Additionally, the Bye-laws specifically permit the assets of one or more Classes of Shares to be applied to the same Fund;
2. where any asset is derived from another asset (whether cash or otherwise), such derivative asset shall be applied in the books of the Company to the same Class and Fund as the asset from which it was derived and on each revaluation of an investment, the increase or diminution in value shall be applied to the relevant Class and Fund;
3. in the case of any asset of the Company (or amount treated as a notional asset) which the Directors do not consider is attributable to a particular Class, Fund or Funds, the Directors shall have discretion to determine the basis upon which any such asset shall be allocated between Classes and/or Funds and the Directors shall have power at any time and from time to time to vary such basis;
4. the Directors shall have discretion to determine the basis upon which any liability shall be allocated between Classes and Funds (including conditions as to subsequent re-allocation thereof if circumstances so permit) and shall have power at any time and from time to time to vary such basis; and
5. the Directors may transfer any assets (or amounts treated as notional assets) to and from Classes and Funds if, as a result of a creditor proceeding against certain of the assets of the Company or otherwise, a liability will be borne in a different manner from that in which it would have been borne under section 4 above, or in any similar circumstances.

Save as otherwise provided, the assets so held in each Fund shall be applied solely in respect of the Shares of the Class to which such Fund appertains. Subject to The Companies Act 1981 and the Bye-laws, dividends as and when declared by the Directors shall be paid to the holders of Shares of a Class out of the relevant Class of the relevant Fund. On a redemption of Shares of a Class, the redemption proceeds shall be paid to the holder redeeming such Shares out of the relevant Class of the relevant Fund.

### 6.3.10. Winding Up

In the event of the Company being wound up, the Bye-laws provide that the liquidator will apply the assets of the Company in satisfaction of creditors' claims in such manner and order as the liquidator thinks fit. The liquidator shall in relation to the assets available for distribution among shareholders make in the books of the Company such transfers thereof to and from Funds as may be necessary in order that the effective burden of such creditors' claims may be shared between the holders of Shares of Funds in such proportions as the liquidator in his/her absolute discretion may think equitable having regard to the above provisions. The assets available for distribution among the shareholders shall then be applied in the following priority:

1. first, in the payment to the holders of the founders' shares, *pari passu* with the holders of each Class of Shares of a sum equal to the par value of founders' shares and the Shares of such Class held by such holders respectively provided that there are sufficient assets available in the relevant Fund to enable such payment to be made;
2. second, in payment to the holders of each Class of Shares of any balance then remaining in the relevant Fund, such payment being made in proportion to the number of Shares of the relevant Class held; and
3. third, in the payment to the holders of each Class of Shares of the balance then remaining and not comprised within any of the Funds, such payment being made in proportion to the number of Shares held.

## 6.4. Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into since the incorporation of the Company and are, or may be, material:

### 6.4.1. Management Agreement

Under the Management Agreement between the Company and HSBC Global Asset Management (Bermuda) Limited, the Manager has agreed to provide the Company with investment management and advisory services in relation to the assets of the Company and to act with day to day authority, power and responsibility for the investment and reinvestment of such assets. The Management Agreement may be terminated by either party on not less than ninety (90) days written notice although in certain circumstances, the agreement may be terminated forthwith by notice in writing by either party to the other. The Management Agreement also contains certain indemnities in favour of the Manager which are restricted to exclude matters arising by reason of the negligence, fraud, bad faith, willful misfeasance or willful default of the Manager in their performance of their duties.

### 6.4.2. Custodian Agreement

Under the Custody Agreement between the Company and the Custodian, the Custodian has agreed to act as Custodian of the Company's monies and assets. The Custodian is entitled to appoint sub-custodians for the safekeeping of the Company's assets in accordance with the terms of the Custody Agreement. The Custodian Agreement limits the liability of the custodian for losses suffered by the Company for actions or omissions of the custodian, in the absence of fraud, negligence or willful misconduct on the part of the Custodian. The Custody Agreement may be terminated by either party on not less than thirty (30) days' written notice to the other although in certain circumstances the agreement may be terminated forthwith by notice in writing by either party to the other. The Custody Agreement contains certain indemnities in favour of the Custodian which are restricted to exclude losses arising by reasons of the Custodian's fraud, willful misconduct or negligence.

### 6.4.3. Administration Agreement

The Administrator is licensed by the Bermuda Monetary Authority under the Investments Fund Act 2006 and the Corporate Service Provider Business Act 2012 of Bermuda. Under the Administration Agreement between the Company, the Global Service Provider and the Administrator, the Administrator has agreed act as the corporate secretary, registrar and administrator of the Company and to provide a registered office and perform the Services (as defined in the Administration Agreement). The Administration Agreement limits the liability of the Administrator for losses suffered by the Company for actions or omissions of the Administrator, in the absence of fraud, gross negligence or willful default on the part of the Administrator. The Administration Agreement may be terminated by either party on not less than ninety (90) days' written notice to the other although in certain circumstances the Agreement may be terminated forthwith by notice in writing by either party to the other. The Administration Agreement contains certain indemnities in favour of the Administrator which are restricted to exclude losses arising by reason of the Administrator's gross negligence, fraud or willful default.

### 6.5. Litigation and Arbitration

The Company is not engaged in any legal or arbitration proceedings and no legal or arbitration proceedings are known to the Directors to be pending or threatened by or against the Company.

### 6.6. Miscellaneous

There are no service contracts in existence between the Company and any of its Directors nor are any such contracts proposed.

No Director is materially interested in any contract or arrangement subsisting at the date hereof which is unusual in its nature and conditions or significant in relation to the business of the Company.

At the date of this document neither the Directors nor their spouses nor their infant children, nor any connected person have any interest in the share capital of the Company or any options in respect of such capital.

No events have occurred subsequent to the date of the most recent audited financial statements of the Company and prior to the date of issue of this document which either provide material additional information relating to conditions that existed at the date of such audited financial statements or which cause significant changes to assets or liabilities relating to the Funds or which will or may have a significant effect on the future operations of any such Fund or the Company.

Ms. Faith A. Outerbridge is a Director of the Manager. The Manager receives the Management Fee as set out in this Prospectus.

The Auditors have given and have not withdrawn their written consent to the inclusion of their name in this document as having accepted the appointment as auditors and the references to them in the form and context in which they are included.

The Company does not have any subsidiaries.

The Manager will pay associates, including the Banker, commissions based on the total net asset values of shares by any subscriber introduced to the Manager by such associates pursuant to an intermediary agreement entered into by the Manager and such associates.

Any notice or document may be given by the Company to any shareholder either by delivering it to such shareholder in person or by sending it to such shareholder's address or to such other address given for the purpose. For this purpose, a notice or document may be sent by letter, mail, courier service, cable, telex, tele-copier, facsimile, electronic mail or other mode of representing words in a legible form.

## 6.7. Documents For Inspection

Copies of the following documents are available for inspection, free of charge, during normal business hours on weekdays (except for Saturdays, Sundays and public holidays) at the registered office of the Company.

- ◆ Memorandum of Association and Bye-laws of the Company;
- ◆ the material contracts referred to above;
- ◆ the most recent Prospectus;
- ◆ the latest audited financial accounts of the Company; and
- ◆ the Companies Act, 1981 (as amended) of Bermuda.

## 7. Appendix 1

### 7.1. Share Class Minimum Initial Subscription and Minimum Holding

Share Class	Sterling Fund	Sterling ESG Fund	US Dollar Fund	US Dollar ESG Fund	Euro Fund	Canadian Dollar Fund	US Treasury Fund
A	£1m	£1m	\$1m	\$1m	€1m	CA\$1m	\$1m
B	£25,000	£25,000	\$25,000	\$25,000	€25,000	CA\$25,000	\$25,000
C	£100m	£100m	\$100m	\$100m	€100m	CA\$100m	\$100m
I	£25m	£25m	\$25m	\$25m	€25m	CA\$25m	\$25m
R	£10,000	£10,000	\$10,000	\$10,000	€10,000	CA\$10,000	-

## 8. Appendix 2

### 8.1. Share Class Minimum Subsequent Transaction Level

Share Class	Sterling Fund	Sterling ESG Fund	US Dollar Fund	US Dollar ESG Fund	Euro Fund	Canadian Dollar Fund	US Treasury Fund
A	£25,000	£25,000	\$25,000	\$25,000	€25,000	CA\$25,000	\$25,000
B	£10,000	£10,000	\$10,000	\$10,000	€10,000	CA\$10,000	\$10,000
C	£10m	£10m	\$10m	\$10m	€10m	CA\$10m	\$10m
I	£1m	£1m	\$1m	\$1m	€1m	CA\$1m	\$1m
R	£1,000	£1,000	\$1,000	\$1,000	€1,000	CA\$1,000	-

## 9. Appendix 3

---

### Directors

Robin Masters  
 Faith Outerbridge  
 Anthony T. Riker  
 William Cooper  
 Barry Harbison  
 all c/o the Registered Office address of the Company

### Secretary and Registered Office

HSBC Securities Services (Bermuda) Limited  
 37 Front Street  
 Hamilton HM 11, Bermuda

---

### Manager

HSBC Global Asset Management (Bermuda) Limited  
 37 Front Street  
 Hamilton HM 11, Bermuda

### Auditors

KPMG Audit Limited  
 Crown House, 4 Par-la-Ville Road  
 Hamilton HM 08, Bermuda

---

### Custodian

HSBC Continental Europe  
 1 Grand Canal Square  
 Dublin 02 P820, Ireland

### Administrator and Registrar

HSBC Securities Services (Bermuda) Limited  
 37 Front Street  
 Hamilton HM 11, Bermuda

---

### Banker

HSBC Bank Bermuda Limited  
 37 Front Street  
 Hamilton HM 11, Bermuda

### Bermuda Legal Advisers

Conyers Dill & Pearman Limited  
 Clarendon House  
 2 Church Street  
 Hamilton HM 11, Bermuda

---

### Bermuda Stock Exchange Listing Sponsor

Cohort Limited  
 3<sup>rd</sup> Floor, Sofia House,  
 48 Church Street,  
 Hamilton HM 12, Bermuda

---

