

致 NN (L) 系列境外基金投資人：

主 旨：謹函轉本公司總代理之 NN (L) 系列境外基金公開說明書之變更事項通知。

說明：

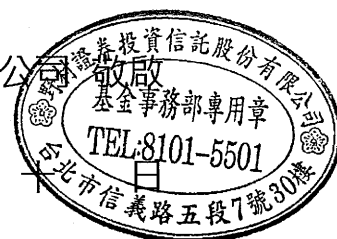
- 一、 本公司經金融監督管理委員會核准，擔任 NN (L) 系列境外基金之總代理人，在國內募集及銷售，合先敘明。
- 二、 本次 NN (L) 系列境外基金之詳細公開說明書之變更事項，請參閱隨函所附之股東中英文通知信。
- 三、 上述變更將反映於 2017 年 10 月之新版公開說明書中，而該等公開說明書及重要投資人資訊亦可至境外基金資訊觀測站 (<http://www.fundclear.com.tw>) 下載。

如您對上述內容有任何疑問，請您撥打本公司電話：
(02)8101-5501 分機 577 賴小姐。

野村證券投資信託股份有限公司敬啟

中 華 民 國

一 〇 六 年 八 月 三 十



野村證券投資信託股份有限公司

11049台北市信義路五段7號30樓 客服專線：02-8758-1568 www.nomurafunds.com.tw

前揭基金均經金管會核准或同意生效，惟不表示絕無風險。基金經理公司以往之經理績效不保證基金之最低投資收益；基金經理公司除盡善良管理人之注意義務外，不負責本基金之盈虧，亦不保證最低之收益，投資人申購前應詳閱基金公開說明書。有關基金應負擔之費用（含分銷費用）已揭露於基金公開說明書及投資人須知，本公司及銷售機構均備有基金公開說明書（或中譯本）或投資人須知，投資人亦可至公開資訊觀測站或境外基金資訊觀測站中查詢。【野村投信獨立經營管理】

A JOINT VENTURE WITH

ALLSHORES



**NN investment
partners**

(節譯文)

NN (L)

可變資本投資公司

3, Rue Jean Piret, L-2350 Luxembourg

R.C.S.: Luxembourg B n° 44.873

(下稱「本公司」)

致股東通知書

本公司董事會(下稱「董事會」)擬通知股東本公司公開說明書(下稱「公開說明書」)之若干變更，主要包含下列事項：

1N0204

- b) 有關子基金「NN (L) 旗艦多元資產基金(本基金之配息來源可能為本金)」，修正子基金簡介說明中之「投資目標和政策」乙節如下，以下列文字取代第二段，並自 2017 年 10 月 1 日生效：

「為達成其目標，子基金可採取多頭及空頭部位(空頭部位僅透過衍生性工具)。」

並修改以納入下述段落：

「子基金得透過股市聯通機制投資中國 A 股及透過中國銀行間債券市場(「CIBM」)投資中國債券最高達其淨資產 20%。子基金可能受有中國風險，包括但不限於，地理區域集中風險、中國政治、社會或經濟政策變動之風險、流動性及波動性風險、人民幣匯率風險以及與中國稅制相關之風險。取決於資產類別，透過各該市場之投資可能受有特定之風險，包括但不限於額度限制、暫停交易、貨幣風險以及作業風險。股市聯通機制及 CIBM 均尚在發展階段，加上部分法規未經測試且可能變更，而此對本基金或有不影響。與投資於 A 股及 CIBM 相連之風險之詳細資訊請參見第三部分「補充資訊」第 II 章之「投資風險：詳細資訊」。」

- d) 有關子基金「NN (L) 全球機會股票基金(自 2017 年 4 月 1 日起變更英文名稱爲 NN (L) Global Equity Impact Opportunities)」，修正子基金簡介說明中之「投資目標和政策」乙節如下，以納入下述段落，並自 2017 年 10 月 1 日生效：

「本子基金主要投資於由在世界各地設立、上市或交易之公司所發行之股票及/或可轉讓證券(可轉讓證券認購權證及可轉換債券，前者可達子基金淨資產之 10%)之多樣化投資組合為主。本子基金目標是投資在獲取財務回報之同時，亦產生正向之社會及環境影響力之公司。本子基金致力於透過公司分析、經營及影響評估增加價值。在比較金融績效方面，MSCI AC Word (Net)指數係本子基金使用之長期績效指標。該指數並非用以作為投資組合建構之基礎。」

- g) 有關子基金「NN (L) 亞洲債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)」，修正子基金簡介說明中之「投資目標和政策」乙節如下，以納入下述段落，並自 2017 年 10 月 1 日生效：

「因該等投資受到特定因素影響，其無法與在主要工業化國家進行之投資相比。過去，一些開發中國家暫停或中止向公私部門之發行人支付外部債務，包括利息及本金。該等因素可能同時導致本子基金持有之部位流動性降低或甚至無流動性。只有有能力評估該風險之投資人得考慮投資本子基金。」

本子基金得投資在中國銀行間債券市場交易之有價證券(「CIBM」)。CIBM 是促進直接投資中國債券市場之市場。與透過 CIBM 投資相連之風險之詳細資訊請參見第三部分「補充資訊」第 II 章之「投資風險：詳細資訊」。

- INC-1N03
- k) 有關「NN (L) 新興市場債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)」，修正子基金簡介說明以納入下述段落，並自 2017 年 10 月 1 日生效：

「借券及附買回交易(*opérations à réméré*)：本子基金亦得從事借券及附買回交易。」

- O) 有關下列子基金，修正預期槓桿水準已與目前市場狀況相符，並自 2017 年 10 月 1 日生效：

INC-1N03, INC-1N04

子基金名稱	預期槓桿水準 (承諾)	預期槓桿水準 (名目總和)
NN (L) 旗艦多元資產基金(本基金之配息來源可能為本金)	135% (原為 125%)	300% (未變更)
NN (L) 亞洲債券基金(本基金有相當比重投資於非投資等級之高風險債券且配息來源可能為本金)	135% (原為 150%)	300% (未變更)

- p) 在本公司產品範圍之合理化考量下，董事會決定完全關閉、終止及取消本公司部分未發行之股份級別，並自 2017 年 10 月 1 日起生效。股份級別之列表得於 www.nnip.com/library/en 查詢。

- r) 有關修改本公開說明書一般部分第三部分，第二點新增有關投資應急可轉換債券 (CoCos) 及艱困及違約有價證券之定義與風險：

投資應急可轉換債券 (CoCos) 衍生之風險：

應急可轉換債券係一種混合債務有價證券，將可能在與法定資本門檻有關之特定觸發事件發生時，或發行銀行機構之主管機關認為必要時，自動轉換為股票或本金減值。CoCos 將具有因應發行銀行機構及其法規要求之獨特股票轉換或本金減值之特色。與 CoCos 相關之額外風險如下：

- 觸發事件水準風險：依發行機構資本結構之不同，觸發事件水準會不同且決定對轉換風險之曝險。觸發轉換事件將揭露於各發行品之公開說明書。觸發得透過分子所代表之資本的重大損失，或以分母衡量之風險權重資產增加而啟動。
- 資本結構反轉風險。不同於典型之資本架構，CoCos 持有人可能遭受資本損失但股票持有人卻無此情事，例如高觸發本金減值之 CoCos 被啟動時。此等情形截斷了一般預期股票持有人應承擔第一波損失的資本架構下的一般次序。上述情況在低觸發之 CoCos 中較不可能發生，因其股票持有人可能已經蒙受損失。此外，高觸發 CoCos 在停止運作(*gone concern*)時可能並未承受損失，但設想上仍會先於低觸發之 CoCos 及股票蒙損。
- 流動性及集中風險：在一般市場條件下，Cocos 主要由可變現之投資構成而可輕易出脫。此工具之架構較為創新然未經測試。在壓力情況下，當此工具之連結標的受到測試時，無法預知其表現為何。而當單一發行人啟動觸發事件或暫停付息時，亦無法得知是否市場將視此等事件為特殊或系統性事件。在後者之情況下，有可能發生潛在之價格蔓延及整體資產類別波動。此外，在流動性不佳的市場，價格的形成可能遭受更大壓力。而自個別公司分散化之觀點，此類範圍的性質意味基金可能集中於特定產業領域，且子基金之淨資產價值相對於多樣投資於更廣多產業之子基金而言，因其持股集中而可能更為波動。
- 評價風險：該類工具具吸引力之報酬可能並非決定評價及投資決定之單一要素。其應被視為係一複雜且具風險性之貼現，投資人應充分考慮其連結風險。
- 買回延期風險：因 CoCos 可能以永久性工具發行，投資人可能無法如預期在買回日或任何實際日期取回本金。

- 取消付息風險：在特定類型之 CoCos，付息係取決於發行人之全權酌定，且其在任何時間點或在一段不確定之期間內，均可能取消付息。

投資艱困或違約有價證券之風險：

艱困有價證券可能定義為債務證券，其可能正處於正式重整，或有付款違約情事，且其評等（經至少一家主要評等機構）低於 CCC-。投資艱困有價證券可能導致子基金之額外風險。該等有價證券係被認為發行機構支付利息及本金之能力或以長期而言，其維持發行文件之其他條款之能力具高度不確定性。其一般而言未受擔保且可能對其他流通之有價證券或發行機構之債權人而言是次順位。雖然該發行品可能具有某些品質以及保障特色，其大部份具大量不確定或主要曝險於不利的經濟條件風險。因此，子基金可能損失全部投資，可能被要求以低於原始投資之價值接受現金或有價證券，及/或可能被要求接受超過延展期間後之付款。利息及本金之取回可能涉及相關子基金之額外成本。在該等情況下，相關子基金投資所生之報酬可能無法充分補償股東所承擔之風險。

謹通知股東，所有上述變更將不影響適用於相關子基金之費用，且其得至 2017 年 9 月 29 日止，藉向本公司依公開說明書所訂之程序提出買回申請，免費(不含遞延銷售費用，其可能依先進先出原則按比例扣減)買回其股份。

上述變更會反映於 2017 年 10 月之新版公開說明書中。本公開說明書及相關重要投資人資訊文件 (KIIDs) 得於本公司註冊辦公室免費索取。

(餘略)

本公司董事會

NN (L)

Société d'Investissement à Capital Variable
3, rue Jean Piret – L-2350 Luxembourg
R.C.S. n° B 44.873
(the "Company")

NOTICE TO SHAREHOLDERS

The board of directors of the Company (the "Board") would like to inform the Shareholders of certain amendments to be made to the prospectus of the Company (the "Prospectus"), mainly consisting in the following:

- a) With regard to the Sub-Fund **"NN (L) Euro Income"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 November 2017 so as to read as follows:

"Investment objective and policy as of 1st November 2017

The Sub-Fund's objective is to provide investors with capital growth and an attractive level of income by predominantly allocating its assets to a diversified portfolio of shares and other equity related securities combined with a derivatives overlay strategy.

The Sub-Fund has the MSCI EMU (Net) as benchmark and the Sub-Fund is expected to behave vis à vis this benchmark as follows:

The equity part of the Sub-Fund's portfolio aims to outperform the MSCI EMU (Net) index over a period of several years. Equity investments are made predominantly in ordinary shares and/or other equity related securities denominated in euro (warrants on transferable securities – up to a maximum of 10% of the Sub-Fund's net assets – and convertible bonds) issued by companies established, listed or traded in Eurozone markets.

As a part of the overlay derivatives strategy, the Sub-Fund will sell call options ("call overwriting") and receive in exchange option premium, which can be distributed. The derivatives overlay is expected to reduce the volatility of the total returns (including dividends) of the Sub-Fund compared with the MSCI EMU (Net) index and it is expected to provide some risk mitigation in negative markets. The Sub-Fund is expected to deliver better returns, adjusted for risk, than the MSCI EMU (Net) index over a period of several years. This strategy will typically underperform a similar portfolio without derivatives in periods when the underlying stock prices are rising, and outperform when the underlying stock prices are falling.

The underlying of the derivatives is expected to be the Eurostoxx 50 index, although other underlying indices and/or stocks/shares may be used when deemed more appropriate to reach the Sub-Fund's investment objectives. Other derivatives may also be used to reach its investment objectives, such as equity index futures.

The risks linked to this use of derivative financial instruments for purposes other than hedging are described in Part III "Additional information", Chapter II: Risks linked to the investment: detailed description in this prospectus.

The Sub-Fund reserves the right to invest up to 20% of its net assets in Rule 144A Securities.

The Sub-Fund may also invest, on an ancillary basis, in other transferable securities (including warrants on transferable securities up to 10% of the Sub-Fund's net assets), money market instruments, units of UCITS and other UCIs and deposits as described in Part III of this prospectus. However, investments in UCITS and UCIs may not exceed a total of 10% of the net assets. Where the Sub-Fund invests in warrants on transferable securities, note that the Net Asset Value may fluctuate more than if the Sub-Fund were invested in the underlying assets because of the higher volatility of the value of the warrant."

- b) With regard to the Sub-Fund **"NN (L) First Class Multi Asset"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to replace the second paragraph by the following:

"In order to achieve its objectives, the Sub-Fund can take long and short positions (short positions via derivative instruments only)":

And amendment to introduce the following paragraph:

"Investments made in China A Shares through the Stock Connect program and Chinese debt through the China Interbank Bond Market ("CIBM") may total up to 20% of the Sub-Fund's net assets. The Sub-Fund may be subject to PRC risks, including but not limited to, geographical concentration risk, risk of change in PRC political, social or economic policy, liquidity and volatility risk, RMB currency risk and risks relating to PRC taxation. Depending of the asset class, investments through either of these markets may be subject to specific risks, including but not limited to, quota limitations, suspension in trading, currency risk and operational risk. Both Stock Connect and CIBM are in the development stage, hence some regulations are untested and subject to change, which may adversely affect the Sub-Fund. The risks associated to investments in A-Shares and CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

- c) With regard to the Sub-Fund **"NN (L) First Class Multi Asset Premium"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 to introduce the following paragraph:

"Investments made in China A Shares through the Stock Connect programme and Chinese debt through the China Interbank Bond Market ("CIBM") may total up to 20% of the Sub-Fund's net assets. The Sub-Fund may be subject to PRC risks, including but not limited to, geographical concentration risk, risk of change in PRC political, social or economic policy, liquidity and volatility risk, RMB currency risk and risks relating to PRC taxation. Depending of the asset class, investments through either of these markets may be subject to specific risks, including but not limited to, quota limitations, suspension in trading, currency risk and operational risk. Both Stock Connect and CIBM are in the development stage, hence some regulations are untested and subject to change, which may adversely affect the Sub-Fund. The risks associated to investments in A-Shares and CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

- d) With regard to the Sub-Fund **"NN (L) Global Equity Impact Opportunities"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to replace the first paragraph by the following:

"The Sub-Fund invests mainly in a diversified portfolio of equities and/or Transferable Securities (warrants on Transferable Securities – up to 10% of the Sub-Fund's net assets – and convertible bonds) issued by companies domiciled, listed or traded anywhere in the world. The Sub-Fund aims to invest in companies that generate a positive social and environmental impact alongside a financial return. The Sub-Fund strives to add value through company analysis, engagement and impact measurement. For financial performance comparison the MSCI AC World (Net) index is used by the Sub-Fund as a reference in the long run. The index is not used as a basis for portfolio construction."

- e) With regard to the Sub-Fund **"NN (L) Emerging Markets Debt Opportunities"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors.

As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.

Only investors capable of assessing the risks should consider investing in this Sub-Fund.

The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

- f) With regard to the sub-fund **"NN (L) Emerging Markets Debt Opportunities"**, amendment to Section "Risk profile of the Sub-Fund" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to set the Sub-Fund liquidity risk is set to high (from medium).

- g) With regard to the Sub-Fund **"NN (L) Asian Debt (Hard Currency)"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.

Only investors capable of assessing the risks should consider investing in this Sub-Fund.

The Sub-Fund may invest in securities traded on the China Interbank Bond Market ("CIBM"). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description".

- h) With regard to the Sub-Fund **"NN (L) Asian High Yield"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

"As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.

Only investors capable of assessing the risks should consider investing in this Sub-Fund."

- i) With regard to the Sub-Fund **"NN (L) US Fixed Income"**, amendment to Section "Investment objective and policy" of the Sub-Fund Factsheet with effect as from 1 November 2017 so as to introduce the following changes:

- Change of name from **"NN (L) US Fixed Income"** to **"NN (L) US Factor Credit"**;

- Amendment to Section "Introduction", that shall read as follows:

"The Sub-Fund was launched on 29 April 2011 under the name of NN (L) US Fixed Income after absorbing the following Sub-Fund: Dollar (29 April 2011) a Sub-Fund of the ING (L) Renta Fund SICAV. This Sub-Fund shall be renamed "NN (L) US Factor Credit" with effect as from 1st November 2017 following change in its investment objective and policy."

- Insertion of the Section "Investment objective and policy as of 1st November 2017", as follows:

"Investment objective and policy as of 1st November 2017"

This Sub-Fund aims to generate returns via the active management of a portfolio of bonds and money market instruments by investing primarily (minimum 2/3) in bonds and money market instruments denominated in US dollars and rated at least investment grade (i.e. "BBB-" and above). The Sub-Fund follows a systematic approach by investing in a set of factors (like value, carry and low-risk) which are captured with rule-based long only strategies. Factors are certain characteristics of bonds that are structural drivers of their future returns. For example:

- *Value intends to benefit from perceived incorrect valuations resulting in bonds that are cheap to fundamentals outperforming expensive bonds*
- *Carry intends to benefit from the tendency that bonds with higher yields outperform those with lower yields;*
- *Low-risk intends to benefit from the tendency that stable, low risk bonds outperform those with higher risks.*

Measured over a period of several years this Sub-Fund aims to beat the performance of the Benchmark Bloomberg Barclays US Aggregate Corporate Index.

The Sub-Fund may also invest, on an ancillary basis, in other transferable securities such as warrants on transferable securities and contingent convertible securities, each respectively up to 10% of the Sub-Fund's net assets, as well as in money market instruments and Rule 144 A securities. Furthermore, the sub-fund may invest in deposits and units of UCITS and other UCIs; however, investments in UCITS and UCIs may not exceed a total of 10% of the net assets. The risks associated with these financial instruments are detailed in Part III "Additional information", Chapter II: "Risks linked to the investment universe: detailed description"

It is stipulated that any liquid assets held on an ancillary basis will not be taken into account when calculating the above-mentioned limit of two thirds.

With a view to achieving the investment objectives, the Sub-Fund may also use derivative financial instruments including, but not limited to, the following:

- *options and futures on Transferable Securities or Money Market Instruments*
- *futures and options on indices*
- *futures, options and interest rate swaps*
- *performance swaps*
- *forward currency contracts, currency futures contracts and transactions, currency call and put options, and currency swaps*
- *derivative financial instruments linked to credit risks, namely credit derivatives, such as credit default swaps, indices and baskets of securities.*

The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors."

- Update of the Section "Risk profile of the Sub-Fund", so as to reflect that the Sub-Fund liquidity risk is set to high (from medium).

- j) With regard to the Sub-Fund “**NN (L) Emerging Markets Corporate Debt**”, amendment to Section “Investment objective and policy” of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

“The Sub-Fund will not actively invest in equities but may receive equities from a restructuring or other corporate action. Such equities are intended to be sold as soon as possible taking into account the best interests of the investors.

As these investments are subject to specific factors, they cannot be compared to investments made in the major industrialized countries. In the past, some developing countries have suspended or halted the payment of their external debt, including both the interest and the capital, with respect to issuers from the public and private sectors. These factors may also result in the positions held by the Sub-Fund becoming less liquid, or even illiquid.

Only investors capable of assessing the risks should consider investing in this Sub-Fund.”

- k) With regard to the Sub-Fund “**NN (L) Emerging Markets Debt (Hard Currency)**”, amendment to the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

“Securities lending and repurchase agreements (opérations à réméré): The Sub-Fund may also engage in securities lending and repurchase agreements.”

- l) With regard to the Sub-Fund “**NN (L) Emerging Markets Debt (Local Bond)**”, amendment to Section “Investment objective and policy” of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

“The Sub-Fund may invest in securities traded on the China Interbank Bond Market (“CIBM”). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III “Additional information”, Chapter II: “Risks linked to the investment universe: detailed description”.

- m) With regard to the Sub-Fund “**NN (L) Emerging Markets Debt (Local Currency)**”, amendment to Section “Investment objective and policy” of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraphs:

“The Sub-Fund may invest in securities traded on the China Interbank Bond Market (“CIBM”). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III “Additional information”, Chapter II: “Risks linked to the investment universe: detailed description”.

- n) With regard to the Sub-Fund “**NN (L) Frontier Markets Debt (Hard Currency)**”, amendment to the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

“Securities lending and repurchase agreements (opérations à réméré): The Sub-Fund may also engage in securities lending and repurchase agreements.”

- o) With regard to the Sub-Funds listed below, amendments to the expected levels of leverage to be in line with the current markets conditions with effect as from 1 October 2017:

Sub-Fund Name	Expected level of leverage (Commitment)	Expected level of leverage (Sum of notionals)
NN (L) Euro Income	135% (from 125%)	250% (unchanged)
NN (L) Emerging Markets Debt Opportunities	225% (from 200%)	325% (from 300%)
NN (L) First Class Multi Asset	135% (from 125%)	300% (unchanged)
NN (L) Asian Debt (Hard Currency)	135% (from 150%)	300% (unchanged)
NN (L) Emerging Markets Debt (Local Currency)	300% (from 250%)	400% (from 350%)
NN (L) Euro Short Duration	125% (unchanged)	200% (from 150%)

* The changes related to this Sub-Fund shall enter into force on 1st November 2017. Moreover, as 1st November 2017, the Sub-Fund reference portfolio shall be Bloomberg Barclays US Aggregate Corporate.

For the Sub-fund NN (L) Emerging Markets Debt (Local Currency), the level of leverage has to be changed as the Sub-fund aims to beat the performance of the JPM ELMI Plus benchmark which is composed of solely FOREX Forwards. The components of the benchmark contribute for the main part of the leverage. The leverage is then increased by an active portfolio management requiring investments in interest rate and FOREX derivatives. An increased room for active portfolio management requires an increase in gross and net leverage. Interest Rate derivatives are used to effectively implement the investment strategy and FOREX derivatives are used for the implementation of currency views.

- p) In the context of a rationalisation of the Company’s product range, the Board has decided to definitely close, terminate and cancel, as of 01 October 2017, some inactive Share-Classes of the Company. The list of share-classes is available at www.nnip.com/library/en

- q) With regard to the Sub-Funds “**NN (L) First Class Yield Opportunities**”, “**NN (L) Global Bond Opportunities**”, “**NN (L) Global Inflation Linked Bond**” amendment to Section “Investment objective and policy” of the Sub-Fund Factsheet with effect as from 1 October 2017 so as to introduce the following paragraph:

“The Sub-Fund may invest in securities traded on the China Interbank Bond Market (“CIBM”). The CIBM is a market facilitating direct investment to the Chinese bond market. The risks associated to investments through the CIBM are detailed in Part III “Additional information”, Chapter II: “Risks linked to the investment universe: detailed description”.

- r) With regard to the to amend general part Part III, Point II of the Prospectus insertion of the definitions and risks related to investments on contingent convertible bonds (“Cocos”) and in distressed and default securities as follows:

Risk arising from investments in contingent convertible bonds (“Cocos”):

Contingent convertible securities are a form of hybrid debt security that are intended to either automatically convert into equity or have their principal written down upon the occurrence of certain ‘triggers’ linked to regulatory capital thresholds or where the issuing banking institution’s regulatory authorities considers this to be necessary. CoCos will have unique equity conversion or principal write-down features which are tailored to the issuing banking institution and its regulatory requirements. Some additional risks associated with CoCos are set forth below:

- Trigger level risk: Trigger levels differ and determine exposure to conversion risk depending on the capital structure of the issuer. The conversion triggers will be disclosed in the prospectus of each issuance. The trigger could be activated either through a material loss in capital as represented in the numerator or an increase in risk weighted assets as measured in the denominator.

- *Capital structure inversion risk: Contrary to classic capital hierarchy, CoCos investors may suffer a loss of capital when equity holders do not, e.g. when a high trigger principal write-down CoCos is activated. These cuts against the normal order of capital structure hierarchy where equity holders are expected to suffer the first loss. This is less likely with a low trigger CoCos when equity holders will already have suffered loss. Moreover, high trigger CoCos may suffer losses not at the point of gone concern but conceivably in advance of lower trigger CoCos and equity.*
- *Liquidity and concentration risks: In normal market conditions CoCos comprise mainly realizable investments which can be readily sold. The structure of the instruments is innovative yet untested. In a stressed environment, when the underlying features of these instruments will be put to the test, it is uncertain how they will perform. In the event a single issuer activates a trigger or suspends coupons it is not known whether the market will view the issue as an idiosyncratic or systemic event. In the latter case, potential price contagion and volatility to the entire asset class is possible. Furthermore, in an illiquid market, price formation may be increasingly stressed. While diversified from an individual company perspective the nature of the universe means that the fund may be concentrated in a specific industry sector and the Net Asset Value of the Sub-Fund may be more volatile as a result of this concentration of holdings relative to a Sub-Fund which diversifies across a larger number of sectors.*
- *Valuation risk: the attractive return on this type of instrument may not be the only criterion guiding the valuation and the investment decision. It should be viewed as a complexity and risk premium, investors have to fully consider the underlying risks.*
- *Call extension risk: as CoCos can be issued as perpetual instruments, investors may not be able to recover their capital if expected on call date or indeed at any date.*
- *Risk of coupon cancellation: with certain types of CoCo Bonds, the payment of coupons is discretionary and may be cancelled by the issuer at any time and for an indeterminate period.*

Risk arising from investments in distressed and default securities :

Distressed securities may be defined as debt securities that are officially in restructuring or in payment default and whose rating (by at least one of the major rating agencies) is lower than CCC-. Investment in distressed securities may cause additional risks for a Sub-Fund. Such securities are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and principal or maintain other terms of the offer documents over any long period of time. They are generally unsecured and may be subordinated to other outstanding securities and creditors of the issuer. Whilst such issues are likely to have some quality and protective characteristics, these are outweighed by large uncertainties or major risk exposure to adverse economic conditions. Therefore, a Sub-Fund may lose its entire investment, may be required to accept cash or securities with a value less than its original investment and/or may be required to accept payment over an extended period of time. Recovery of interest and principal may involve additional cost for the relevant Sub-Fund. Under such circumstances, the returns generated from the relevant Sub-Fund's investments may not compensate the shareholders adequately for the risks assumed.

Shareholders are informed that all the changes aforementioned shall have no impact in terms of fees applicable to relevant Sub-Fund(s) and that they may redeem their shares free of charge (excluding contingent deferred sales charges which may be deducted on FIFO basis) until **29 September 2017** by submitting a redemption request to the Company in accordance with the procedures set out in the Prospectus.

The above changes will be reflected in the new version of the Prospectus to be dated October 2017. The Prospectus and the relevant Key Investor Information Documents (KIIDs) will be available upon request free of charge at the registered office of the Company.

The board of directors of the Company