

## Prospectus SKAGEN m<sup>2</sup> Verdipapirfond, org.nr. 998 738 873 (established 31 October 2012)

### 1. SKAGEN AS

#### 1.1 Legal matters

SKAGEN AS (SKAGEN) was founded on 15.09.1993 and is registered in the Register of Business Enterprises with org. no. 867 462 732. On 19.11.1993 the company was authorised by the Financial Supervisory Authority of Norway to manage securities funds. The company manages the following different fund categories; equity funds, fixed income funds and balanced funds. The funds are managed according to different mandates within their respective categories. For more information about which funds are managed by the company, please refer to our homepage [www.skagenfunds.com](http://www.skagenfunds.com) or contact the company directly. The company's share capital is NOK 6.329.200. The company's registered address is P.O. Box 160, 4001 Stavanger. The company is authorised to market SKAGEN m<sup>2</sup> in Norway, Sweden, Denmark, Finland, the Netherlands, Luxembourg, Iceland, the UK, Ireland, the Faroe Islands, Germany, France and Belgium.

Changes in the marketing of the Fund or the termination of the marketing of the Fund in the above mentioned markets may not be carried out until SKAGEN has provided written notification to the financial authorities in the relevant host countries. Unit holders will be informed via our web pages.

#### 1.2 Ownership

The company is 100 percent owned by Storebrand Asset Management AS.

#### 1.3 Board of Directors

Elected by the shareholders:

Jan Erik Saugestad, Chairperson  
Viveka Ekberg  
Kristian Falnes  
Kathinka Koch Sommerseth

Elected by the unit holders:

Per Gustav Blom  
Martin Pettersson

Deputy members elected by the shareholders:

Leiv Askvig  
Tove Selnes

Deputy member elected by the unit holders:

Aina Haug

Observer elected by the employees:

Sølvi M. Tonning

Deputy member elected by the employees:

Leif Håvard Seljeflot

The total fee paid to directors was NOK 1.816.666 in 2017.

#### 1.4 Managing director

Timothy C Warrington

The Managing director receives a fixed salary of NOK 2.300.000 and in addition, a performance based bonus.

#### 1.5 Remuneration scheme

The company has a remuneration scheme which is established in accordance with the management company's and the funds' strategies, overall objectives, risk tolerance and long-term interests. Central to the company's remuneration scheme is a profit sharing with employees. More information about the remuneration scheme can be found on the company's web site. The information can be sent free of charge on request.

### 2. Articles of Association for the fund SKAGEN m<sup>2</sup>

#### § 1 The name of the securities fund and of management company

The securities fund SKAGEN m<sup>2</sup> is managed by the management company SKAGEN AS. The Fund is authorised in Norway and is regulated by the Financial Supervisory Authority of Norway. The Fund is regulated in accordance with the Norwegian Securities Fund Act no 44 of 25 November 2011 ("the Norwegian Securities Funds Act").

#### § 2 UCITS fund

The Fund is a UCITS fund which complies with the investment regulations in chapter 6 of the Norwegian Securities Fund Act, and the regulations on subscription and redemption in § 4-9 (1) and § 4-12 (1).

#### § 3 Rules for the investment of the securities fund's assets

##### 3.1 The fund's investment universe and risk profile

The Fund is an equity fund according to the definitions issued by the Norwegian Fund and Asset Management Association. The Fund mainly invests in shares issued by companies worldwide which engage in activities associated with real estate.

The Fund is normally characterised by a relatively high risk of fluctuations (volatility). The risk profile is described in greater detail in the Fund's Key Investor Information Document.

The Fund's investment mandate is described in greater detail in this prospectus.

##### 3.2 General information about the investment universe

The Fund's assets may be invested in the following financial instruments and/or deposits in banks and financial institutions:

Negotiable securities	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Securities fund units	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Money market instruments	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Derivatives	<input checked="" type="checkbox"/> yes	<input type="checkbox"/> no
Deposits in banks and financial institutions	<input type="checkbox"/> yes	<input checked="" type="checkbox"/> no

Investment in other securities funds may not exceed 10 percent of the fund's assets:

yes  no

Irrespective of the investment alternatives stated in the present article the fund may hold liquid assets.

Securities funds invested in may themselves invest a maximum of 10 percent of the fund's assets in securities fund units:

yes  no

Investment in securities funds which are not UCITS shall comply with the requirements in the Securities Funds Act § 6-2 (2) and in total not exceed 10 percent of the fund's assets:

yes  no

The Fund's assets can be invested in money market instruments that are normally traded in the money market, are liquid and can be valued at any time:

yes  no

The Fund may use the following derivatives: options, forward contracts and swaps. The underlying financial instrument to the derivative shall be financial instruments as mentioned above in point 3.2 first paragraph, indices with financial instruments specified in point 3.2 first paragraph as or interest, currency or exchange rates as.

The expected risk and expected performance of the Fund's underlying security portfolio is reduced as a result of the derivative investments.

The Fund's investments in securities fund units together with other investments shall conform to the current articles of association.

##### 3.3 Liquidity requirements

The fund's assets may be invested in financial instruments which:

- are officially listed or traded on a regular market in an EEA country, including a Norwegian regulated market as defined in directive 2004/39/EC art 4 (1) no 14 and § 3(1) of the Norwegian Stock Exchange Act.  yes  no
- traded on another regularly functioning regulated market, which is open to the public in a country which is party to the EEA agreement.  yes  no

3. is officially listed on the stock exchange in a country outside the EEA or which is traded in such countries on another regularly functioning regulated market open to the general public.  
 yes  no

All stock exchanges and regulated markets in the world are eligible. Investments are made in developed markets and emerging markets.

4. are newly issued where a condition of issue is that application is made for trading on stock exchanges or markets crossed off in points 1 to 3 above. Admission for trading may be performed at the latest one year after the expiry of the subscription deadline  
 yes  no

The Fund's assets may be invested in money market instruments which are traded on a different market to those specified in points 1 to 3 above, where the issue or issuer of the instruments is regulated in order to protect investors and savings and the instrument is subject to the Norwegian Securities Fund Act § 6-5 (2).

Up to 10 percent of the Fund's assets may be invested in different financial instruments to those described in the present article.

### 3.4 Investment restrictions – on the Fund's assets

The Fund's holdings of financial instruments must be of a composition which allows an appropriate spread of the risk of losses.

The Fund's investments must at all times conform to the investment limitations in the Norwegian Securities Fund Act § 6-6 and § 6-7 (1) and (2).

### 3.5 Investment restrictions – ownership interest with issuer

The Fund's investments shall at all times comply with the investment restrictions in the Norwegian Securities Fund Act § 6-9.

### 3.6 Lending

The Fund may lend financial instruments in accordance with the Norwegian Securities Fund Act § 6-11.

All income from securities lending shall accrue to the Fund.

### § 4 Capital gains and dividends

Capital gains shall be reinvested in the Fund.

Dividends are not distributed to unit holders.

The board of directors of the management company may determine that capital gains on the Fund's bonds shall be paid to the unit holders.

The board of directors of the management company may determine that share dividends and/or interest income shall be paid out to the unit holders.

### § 5 Costs

Management fees are the management company's remuneration for the management of the Fund.

The basis for calculating management fees is the day-to-day value of the Fund. When calculating the Fund's net asset value (total net assets), the basis shall be the market value of the portfolio of financial instruments and deposits in banks and credit institutions, the value of the Fund's liquid assets and other receivables, the value of earned non-due revenues and the value of any loss carry forwards deducted for debt and accrued non-due costs including latent tax liabilities.

In addition to the management fee, the following costs may also be covered by the Fund:

1. Transaction costs related to Fund investments;
2. Payment of taxes imposed on the Fund;
3. Interest on borrowings as specified in Section 6-10 of the Norwegian Securities Funds Act; and
4. Any extraordinary costs necessary to protect the interests of unit holders, cf. Section 4-6, second paragraph, of the Norwegian Securities Funds Act.

The management fee shall be divided equally on all units within each fund's unit class. The amount of the management fee is set out in Art. 7 of the Articles of Association.

All fees received from sub-funds shall accrue to SKAGEN m<sup>2</sup> in its entirety.

### § 6 Subscription and redemption of fund units

The Fund is normally open for subscriptions five times a week.

The Fund is normally open for redemptions five times a week.

A subscription charge of up to three percent of the subscribed amount may be charged upon subscription.

The Board of SKAGEN may determine the cost shall increase up to 10 percent of the subscribed amount. The difference between three percent and the adopted increased subscription cost of up to 10 percent shall accrue to the Fund. The Board can adopt the increased subscription charge for a specific period with options for prolonging or shortening by Board resolution.

A redemption fee of up to one percent of the redeemed amount shall be paid upon redemption.

SKAGEN may use swing pricing. Please refer to the prospectus for further details.

### § 7 Unit classes

The fund's asset pool shall be divided into the following unit classes:

Unit Class	Management Fee
m <sup>2</sup> A	Fixed management fee of 1.5 % adjusted for performance-based management fee
m <sup>2</sup> B	Fixed management fee not to exceed 1.2 % adjusted for performance-based management fee
m <sup>2</sup> C	Fixed management fee of 1.5 %. In addition there shall be a performance-based management fee

#### Unit Class m<sup>2</sup> A

The management company may charge the unit class a fixed management fee.

The management fee shall constitute 1.5 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class A.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the management company will calculate a 10 per cent fee of this difference in its favour.

A performance-based management fee may be charged even if the units of the unit class have declined in value.

The total management fee may not exceed 3 per cent of the daily calculated average annual assets under management.

In the event of a percentage-related less favourable development than in the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, measured in Norwegian kroner (NOK), the management company will subtract a 10 per cent fee of this difference from the management fee.

The total management fee may not fall below 0.75 per cent of the daily calculated average of the annual assets under management. If the calculated management fee is lower than 0.75 per cent, the difference will not be included in the unit value but be carried over to the following day. This means that the management company will have to recover the loss in value from the preceding day before any performance-based management fee can be included in the calculation of the unit value.

The calculation period will run from the start of the year even if the unit was purchased during the calendar year.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

#### Unit Class m<sup>2</sup> B

Unit Class B is characterised by having a lower fixed management fee than Unit Class A. The unit class is open to any investor who subscribes for units through distributors which are not contractually eligible to receive remuneration from the management company.

The management company may charge the unit class a fixed management fee.

The management fee shall not exceed 1.2 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class B.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the management company will compute a 10-per cent fee of this difference in its favour.

A performance-based management fee may be charged even if units in the unit class have declined in value.

The total management fee may not exceed 2.7 per cent of the daily calculated average annual assets under management.

In the event of a percentage-related less favourable development than in the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, measured in Norwegian kroner (NOK), the management company will subtract a 10 per cent fee of this difference from the management fee.

The total management fee may not fall below 0.45 per cent of the daily calculated average annual assets under management. If the calculated management fee is lower than 0.45 per cent, the difference will not be included in the unit value but be carried over to the following day. This means that the management company will have to recover the loss in value from the preceding day before any performance-based management fee can be included in the calculation of the unit value.

The calculation period will run from the start of the year even if the unit was purchased during the calendar year.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

In the event, a unit holder does not meet the criteria for investing in Unit Class B, the management company may transfer the unit holder's unit value to Unit Class A.

#### Unit Class m<sup>2</sup> C

The management company may charge the unit class a fixed management fee.

The management fee shall constitute 1.5 per cent per annum.

The fixed management fee shall be calculated daily and charged quarterly.

The total fixed management fee in the Fund and any sub-funds may not exceed 6.5 per cent per annum in unit class C.

The management company may additionally charge the unit class a performance-based management fee.

The fixed management fee shall be subtracted from the unit value before calculating the performance-based management fee.

The performance-based management fee shall be calculated daily and charged annually.

In the event of a percentage-related more favourable improvement in the value of the unit than in the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, measured in Norwegian kroner (NOK) from the preceding day, the

management company will calculate a 10 per cent fee of this difference in its favour.

The total management fee may not exceed 3 per cent of the average annual assets under management.

The performance management fee is charged/settled annually on 31 December. The performance management fee is only charged/settled if the accumulated relative value development between the unit class and MSCI ACWI Real Estate IMI ex REITS Net total return index USD, as measured in Norwegian kroner, from the time of the previous charge/settlement up to 31 December is greater than zero (relative high-water mark). The calculation period for the performance management fee is from the previous charge/settlement to the end of the year if the criteria for charging/settling the fee are fulfilled. This means that a unit holder who subscribes units during a period when the accumulated relative value development is less than zero, may avoid being charged a performance management fee even though his units have had a better value development than the MSCI ACWI Real Estate IMI ex REITS Net total return index USD, as measured in Norwegian kroner.

A performance-based management fee may be charged even if the units of the unit class have declined in value.

The daily calculation of the performance-based management fee per unit is affected by unit subscriptions and redemptions. Performance-based management fees may therefore be charged even if the development in the value of the unit class has been negative in relation to the benchmark and will similarly not be charged if the value of the unit class has been positive in relation to the benchmark.

### **3. Tax issues**

The information given below is not intended as tax advice, but merely provides information on the basic tax rules for the Fund. Please contact your local tax consultant for further information.

#### *The Fund:*

The Fund is exempt from tax on profits and is not entitled to deduct losses from the disposal of units. Dividends from, and profits on, investments that fall under the exemption method are also tax-free. However, three per cent of the tax-free dividends must be considered as taxable for the Fund. The Fund may be liable to pay tax on gains and dividends from foreign companies. The Fund is exempt from wealth tax. Net capital gains, foreign exchange gains and gains on interest-bearing securities are taxed at 23%.

The Fund does not distribute dividends.

#### *Investors liable to taxation in Belgium:*

##### **Individual investors**

Belgian individual investors are not taxed on undistributed income and gains. Capital gains realized upon sale, redemption or liquidation are not taxable, provided they are realized within the scope of the normal management of one's own private estate. Capital losses are not tax deductible.

##### **Corporate investors**

Belgian corporate investors are not taxed on undistributed income and gains. Capital gains realized upon sale, redemption of the shares or upon liquidation will be taxed in the hands of the Belgian corporate investors at the normal corporate income tax rate of 33,99% (for financial years starting before 1 January 2018) or 29,58% (for financial years starting as from 1 January 2018). Capital losses on units are tax deductible.

##### **Stamp duties**

On the purchase and sale of units in Belgium via a Belgian financial intermediary institution, a stock exchange duty is due.

A stock exchange duty is also due in case units are purchased or sold via a non-Belgian financial intermediary institution, provided that the order for the transaction was given by a Belgian investor. In such cases, the Belgian investor is the debtor of the stock exchange duty, unless he can prove that the stock exchange duty has been paid.

No stock exchange duty is due on the issue of new units, nor on the redemption of units.

Prior to the investment, the investor should however seek approval of his local tax adviser.

### **4. Derivatives**

According to § 3 3 2 of the Articles of Association, the Fund may use derivatives, where the purpose is reduction of risk. The Fund does not currently use derivatives.

## 5. Benchmark

The Fund's benchmark is the MSCI ACWI Real Estate IMI ex REITS Net total return index USD measured in NOK. The benchmark is adjusted for dividends.

## 6. Objective and investment strategy

The Fund's objective is to provide unit holders with the best possible long-term risk adjusted return, through an actively managed concentrated portfolio of financial instruments issued by companies or issuers with business related to real estate.

SKAGEN m<sup>2</sup> is an actively managed fund with a global investment mandate. The Fund's strategy is to invest in financial instruments, which take advantage of the underlying real estate risk and return in the relevant markets. In order to reduce risk, the Fund shall seek to maintain a reasonable balance between geographical regions and sub sectors within real estate. SKAGEN has normally a long investment horizon, and attach greater value to fundamentals than to short-term trends in the market.

## 7. Nature and character of the unit

### General

All units represent one ownership share in the fund SKAGEN m<sup>2</sup>.

A unit holder is not entitled to demand that the Fund be split up or dissolved. All unit holders or their appointed proxies have the right to vote at the election meeting for the securities funds managed by SKAGEN. Beyond their unit investment, unit holders are not liable for the Fund's obligations. If the Financial Supervisory Authority of Norway decides that the Fund should liquidated or transferred to another management company, unit holders will be informed pursuant to the Norwegian Securities Funds Act § 5-7.

The end of the fund's financial year is 31.12.

### Unit classes

- The fund is divided into different unit classes.
- The condition for accessing unit class B: The investor subscribes through a distributor which, according to its agreement with the management company, does not receive payment from the management company.
- If the investor no longer fulfills the conditions and preconditions for a given unit class, SKAGEN will – after prior notification to the account holder – transfer the units to another unit class for which the conditions are met. SKAGEN is not responsible for any costs or inconvenience incurred by the investor or others as a result of the move to another unit class, including, but not limited to, tax consequences.

## 8. Auditor

The external/financial auditor is PricewaterhouseCoopers DA, P.O. Box 8017, 4068 Stavanger, Norway (org. no. 987 009 713).

The internal auditor is Ernst & Young AS, Dronning Eufemias Gate 6, 0191 Oslo, Norway (org.no. 976 389 387).

## 9. Custodian

The Fund's Custodian is Handelsbanken (org. no. 971 171 324), P.O. Box 1342 Vika, 0113 Oslo, Norway. The bank is a foreign enterprise registered in Norway.

## 10. Historical returns and risk

Please refer to the Key Investor Information Document for up-to-date bar graphs showing historical returns for the fund's unit classes and position on the SKAGEN risk scale. Key Investor Information Document may be ordered free of charge from SKAGEN, or downloaded from [www.skagenfunds.com](http://www.skagenfunds.com).

The Fund's risk arises from market fluctuations, development in currency exchange rates, interest rates, economic conditions and company specific factors. SKAGEN has established internal control procedures to reduce the risk of errors that may affect the fund. The distribution of the equity portfolio's investments is a result of SKAGEN's investment philosophy, with requirements to company valuation, product/market matrix, debt ratio and the liquidity of the financial instrument. In addition to mandatory limits, SKAGEN has established internal requirements regarding the balance between different types of underlying real estate investments and the liquidity of the financial instruments in which the fund invests. Investments in money market instruments are based on an evaluation of the issuer's credit worthiness and general financial situation in the issuer's country.

Historical returns are no guarantee for future returns. Future returns will depend, inter alia, on market developments, the fund manager's skill, the fund's risk profile and subscription and management fees. The return may become negative as a result of negative price developments. The Fund's performance may vary considerably over the course of a year. Gains or losses for individual unit holders will therefore depend on the exact timing of the subscription and redemption of units.

## 11. Calculation of Net Asset Value per unit

When calculating the net asset value (NAV) per unit class, the basis shall be the market value of the portfolio of financial instruments and deposits with credit institutions, the value of the Fund's liquid assets and other receivables, the value of accrued income not yet due and the value of any tax loss carry forwards, less liabilities and accrued expenses not yet due, including deferred tax liabilities.

A discretionary valuation, called "fair value pricing" is used in case of events that may affect the value of a relevant security, or when the market on which the security is traded is closed, or if the security is illiquid. The SKAGEN practice for "fair value pricing" is in accordance with the recommendation to the industry by the Norwegian Mutual Fund Association: Valuation of illiquid equity capital instruments; [www.vff.no](http://www.vff.no)

Furthermore, SKAGEN has established procedures for swing pricing in order to prevent losses for existing unit holders due to subscriptions and redemptions made by other unit holders of the Fund. The NAV is adjusted by a swing factor on days when the Fund has had net subscriptions or redemptions in excess of a predetermined proportion of the Fund's total assets. The threshold for adjustment of the NAV is set at the level at which net subscriptions or redemptions are expected to result in the Fund having to make adjustments to the portfolio leading to transaction cost, spread cost (the difference between the purchase and sales price of the underlying securities) and currency exchange cost. If the Fund has had net subscriptions above this threshold, NAV is adjusted up, and vice versa if the Fund has had net redemptions above this threshold. The swing factor is based on average historical costs, and is evaluated every quarter.

The procedures are set up according to the industry standard set by The Norwegian Mutual Fund Association for subscription and redemption; [www.vff.no](http://www.vff.no).

The net asset values are calculated on Norwegian bank business days. Prices will therefore not be calculated on the following days: 1 January (New Year's Day), Maundy Thursday, Good Friday, Easter Monday, 1 May (Labour Day), Ascension Day, 17 May (Norwegian Constitution Day), Whit Monday, 24 December (Christmas Eve), 25 December (Christmas Day), 26 December (Boxing Day).

The net asset values are normally published 5 times a week. The publication is made through the Oslo Stock Exchange ASA.

## 12. Unit holder register

The unit holder register for SKAGEN m<sup>2</sup> is maintained by Storebrand Asset Management AS. Unit holders will receive notifications of changes to holdings, annual statements and realisation statements through SKAGEN's web portal, My Page. Upon request, unit holders/nominees may arrange to receive annual statements and realisation statements by post.

## 13. Costs

### Unit class m<sup>2</sup> A

Fixed management fee: 1.5% per annum, calculated daily and charged quarterly. Variable management fee: Better/worse value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and SKAGEN. Variable management fee is charged annually. The total management fee charged represents a maximum of 3% per annum and minimum 0.75% per annum.

### Unit class m<sup>2</sup> B

Fixed management fee: not to exceed 1.2% per annum, calculated daily and charged quarterly. Variable management fee: Better/worse value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and SKAGEN. Variable management fee is charged annually. The total management fee charged represents a maximum of 2.7% per annum and minimum 0.45% per annum.

### Unit class m<sup>2</sup> C

Fixed management fee: 1,5% per annum, calculated daily and charged quarterly. Variable management fee: Better value development than the benchmark index, calculated daily, is divided 90/10 between the unit holder and SKAGEN. The unit class has a relative high-water mark. Variable management fee is charged annually. The total management fee charged represents a maximum of 3% per annum.

More information about management fees to be found in the Articles of Association § 5 and § 7.

There are currently no costs for subscription and redemption.

## 14. Information

SKAGEN will publish the Fund's annual report and half year report on the management company's web site. The annual report will be published no later than four months after the end of the financial year. The half year report will be

published no later than two months after the end of the reporting period. Unit holders who have provided an e-mail address will receive the report electronically. Unit holders may request to receive a copy of the reports by post free of charge.

Unit holders will receive first half and second half year reports informing them of the number of units they hold in the Fund, the value of their holding and the return for the period and the year. This information will be distributed via SKAGEN's internet portal My Page.

#### 15. Subscriptions and redemptions

Subscription and redemption of units takes place in accordance with the industry standard set by the Norwegian Mutual Fund Association referred to above.

Minimum subscription amount is specified in the fund's Key Investor Information Document.

For subscriptions and redemptions in other currencies than NOK, the subscription/redemption price is calculated on the basis of the Fund's net asset value in NOK and the currency exchange rate applicable to the relevant fund on the valuation day. For information regarding which currencies that may be used for subscriptions/redemptions, please refer to [www.skagenfunds.com](http://www.skagenfunds.com).

Requests for subscription and redemption must be in writing and duly signed, unless otherwise agreed in writing between SKAGEN and the unit holder. The subscription of new units shall take place at a price corresponding to the net asset value per unit according to the first valuation after the time of subscription (which is when the subscription is received by the Management Company, the subscription amount is received and any identity control has been completed). Redemption shall take place at the net asset value per unit first calculated after the redemption request has been received by the Management Company. Requests for redemption must be received by the Management Company before 3:00 p.m. CET, adjusted for daylight savings time or other time determined in relation to public holidays (the time limit) in order for the first price calculation to apply as the redemption price.

In the event of stock exchange closure, or other extraordinary circumstances, including in special instances the protection of unit holders' interests, the management company may, with the consent of the Financial Supervisory Authority, either wholly or partially suspend the value assessment and payment of redemption claims.

In Sweden, subscription and redemption may be effected through:

- SKAGEN Fonder, Drottninggatan 86, 111 36 Stockholm (org. no. 516403-4984)
- Svenska Handelsbanken, Kungsträdgårdsgatan 2, 10670 Stockholm (org. no. 502007-7862)

In Denmark (incl. the Faroe Islands), subscription and redemption may be effected through:

- SKAGEN Fondene, Bredgade 25A, 1260 Copenhagen K (CVR no. 29 93 48 51)
- Handelsbanken, Filial af Svenska Handelsbanken AB (Publ), Amaliegade 3 P.O. Box 1032, 1007 Copenhagen K. (CVR no. 242 46 361)

In Luxembourg, subscription and redemption may be effected through:

- Svenska Handelsbanken AB (publ), Luxembourg Branch, 15, Rue Bender, L-1229 Luxembourg (org.no. B0039099)

In Finland, subscription and redemption may be effected through:

- Svenska Handelsbanken AB publ, Branch operation in Finland, Aleksanterinkatu 11, 00100 Helsinki (org. no. 0861597-4)

In the UK, subscription and redemption may be effected through:

- SKAGEN Funds, 22A St James's Square, London SW1Y 4JH, United Kingdom UK Company No: FC029835, UK Establishment No: BR014818. FCA Registration number: 469697

In the Netherlands, subscription and redemption may be effected through:

- SKAGEN Funds, Gustav Mahlerplein 2, 1082 MA Amsterdam, The Netherlands, Branch Registration Number with Chamber of Commerce in Amsterdam: 52328686

In Ireland, subscription and redemption may be effected through:

- CACEIS Ireland Limited, One Custom House Plaza, International Financial Services Centre, Dublin 1, Ireland

In Germany, subscription and redemption may be effected through:

- CACEIS Bank S.A., Germany Branch, Lilienthalallee 34-36, 80939 München, Germany

In France, subscription and redemption may be effected through:

- CACEIS Bank, 1-3 place Valhubert, 75206 Paris Cedex 13, France

In Belgium, subscription and redemption may be effected through:

- CACEIS Belgium SA/NV, Avenue du Port 86C b320, 1000 Bruxelles, Belgium

The Fund's prospectus, Key Investor Information Document, the most recent monthly report, annual report and the net asset value are available upon request from the afore mentioned institutions.

More information adapted to unit holders in Sweden, Denmark, UK, the Netherlands and the countries in which SKAGEN is authorised to market its funds, is available on our Swedish, Danish, UK, Dutch and international websites: [www.skagenfondene.se](http://www.skagenfondene.se), [www.skagenfondene.dk](http://www.skagenfondene.dk), [www.skagenfunds.co.uk](http://www.skagenfunds.co.uk), [www.skagenfunds.nl](http://www.skagenfunds.nl) and [www.skagenfunds.com](http://www.skagenfunds.com).

#### 16. Trading via a regulated market

The unit class SKAGEN m<sup>2</sup> A will be traded on the NASDAQ Copenhagen.

#### 17. Dispute settlement body

The management company shall be affiliated with the Norwegian Financial Services Complaints Board.

#### 18. Other matters

This prospectus is only directed to investors in jurisdictions where the relevant funds are authorised for distribution. The Fund cannot be distributed to American citizens, residents in or taxable to the USA.

SKAGEN is part of the Storebrand Group and has outsourced tasks to Storebrand Asset Management AS. The outsourcing covers securities settlement, accounting, calculation of net asset value, unit holder settlement and unit holder register for SKAGEN's funds, service towards professional clients in Norway and Sweden, reporting and management of SKAGEN's fixed income funds.

#### 19. The Board

The unit holders of the funds managed by the Management Company shall elect at least one third of the members of the Management Company's Board of Directors, and at least half of this number as deputy members. The deputy members shall be entitled to attend but not to vote at Board meetings.

The Management Company shall appoint a nomination committee. The nomination committee shall nominate board member candidates to the election meeting.

The members and deputy members elected by the unit holders are elected at the election meeting. The election meeting will be convened by public announcement or by written notification to the unit holders at least 2 weeks in advance. The election meeting is convened each year by the end of June.

#### 20. Board of Directors' responsibility

The Board of Directors of the Management Company is responsible for ensuring that the prospectus meets the requirements of the regulations laid down by the Norwegian Ministry of Finance on 21 December 2011 no 1467 in pursuance of the Norwegian Securities Funds Act of 25 November no 44 on mutual funds.

The Board of Directors of SKAGEN hereby declares that, to the best of its knowledge, the prospectus reflects the actual facts and does not contain omissions of a nature liable to alter the meaning of the prospectus.

#### 21. Amendment of the Articles of Association

The Fund's Articles of Association may only be amended if the majority of the unit holder-elected directors of the management company have voted for the amendments. A decision concerning any amendments shall be obtained from the unit holder meeting and the Financial Supervisory Authority of Norway (FSA). The FSA shall approve the amendments if legal requirements concerning the contents of the Articles of Association and procedures for their amendment are met.

Approved by the Board of SKAGEN AS 18 April 2018

Updated 22 October 2018

*The original Articles of Association and prospectuses were prepared in Norwegian. This is a translated version, which is published with reservations regarding possible errors and omissions as well as erroneous translation. The original prospectus is available in Norwegian at [www.skagenfondene.no](http://www.skagenfondene.no) or by contacting the Customer Service department on +47 51 80 39 00.*