

Prospectus

NBO Money Market Fund

(open-ended Fund)

Public offering of at least 2,000,000 (two million) units
at issue Price OMR 1.000 per unit

Offer Subscription Period
16th December 2024 to 30th December 2024



Investment Manager & Issue Manager



Legal Adviser



Collecting Banks / Agents





His Majesty Sultan Haitham Bin Tarik



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This is an unofficial English translation of the original Prospectus prepared in Arabic and approved by the Financial Services Authority pursuant to Administrative Decision No. **Kh/70/2024** dated **03/12/2024**. The FSA is not responsible for the accuracy and adequacy of the information provided in this Prospectus. The FSA does not take any responsibility for any damage or loss that may arise from dependence on or use of such information contained in this Prospectus by any person or entity.

TO ALL INVESTORS

This Prospectus contains material information regarding NBO Money Market Fund, as open ended investment fund regulated by the Financial Services Authority (FSA) under the Securities Market Law (Royal Decree 46/2022). This Prospectus has been prepared in accordance with the rules and regulations issued by the FSA.

The FSA assumes no responsibility for the accuracy and adequacy of the statements and information contained in this Prospectus nor shall it have any liability for any damages or loss howsoever arising from the reliance upon or use of any part of the same by any person.

This Prospectus does not constitute an offer to sell or an invitation by or on behalf of the Fund to subscribe for Units in any jurisdiction outside Oman where such offering or subscription is, or may be, unlawful.

None of the Fund, Sponsor, Investment Manager, Issue Manager or Legal Advisor shall be held responsible for any information interpreted differently from the approved original Arabic Prospectus.



NBO Money Market Fund (open-ended fund)

An Open-Ended Money Market Fund
P.O. Box 751, Postal Code 112, Ruwi, Sultanate of Oman
Tel: +968 24778563

Investment Manager & Issue Manager



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Important Notice

The purpose of this Prospectus is to present material information that may assist potential investors to make an appropriate investment decision as to whether or not to subscribe for in the Units.

All investors should examine and carefully review this Prospectus in order to decide whether it would be appropriate for them to subscribe for the Units by taking into consideration all the information contained in this Prospectus, in particular the risk factors set out in Chapter IV.

Investors should not consider this Prospectus a recommendation by the Fund, the Sponsor, the Investment Manager, the Issue Manager, the Collecting Bank or the Custodian and Fund Administrator (each as defined below) to subscribe for the Units.

No person has been authorised to make any statements or provide information in relation to the Fund, the Investment Manager or the Units other than the persons whose names are indicated in this Prospectus. Where any other person makes any statement or provides information it should not be taken as authorised by the Fund, the Sponsor, the Investment Manager, the Issue Manager, the Collecting Bank or the Custodian and Fund Administrator.

This Prospectus does not constitute an offer to sell or an invitation by or on behalf of the Fund to subscribe for Units in any jurisdiction outside Oman where such offering or subscription is, or may be, unlawful. It is the responsibility of any Prospective Investor in possession of this Prospectus and any persons wishing to apply for Units to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdiction when evaluating and/or subscribing for Units including to the legal requirements applicable when subscribing for Units, applicable exchange control regulations and taxes in the country of their respective citizenship, residence, domicile or incorporation.

The delivery of this Prospectus to a Prospective Investor or the issue of Units shall not be interpreted as a representation that there has been no change in the information contained in this Prospectus or that the affairs of the Fund have not changed since the date of this Prospectus.

US Persons are not permitted to subscribe for Units. The Units have not and will not be registered under the United States Securities Act 1933, the United States Investment Company Act 1940, or the securities laws of any of any of the States of the United States of America and may not be directly or indirectly offered or sold in the United States of America or for the account or benefit of any US Person.

Investments made by the Fund are subject to market fluctuations and to the risks inherent in all investments. Therefore, the NAV of Units may go down as well as up and the value of an Investor's investment may be subject to sudden and substantial loss.

The Units may not be a suitable investment for all investors. Every Prospective Investor is responsible for undertaking its own independent evaluation of making an investment in the Units including obtaining professional advice on the investment in the Units and for conducting an independent evaluation of the information and assumptions contained in this Prospectus using whatsoever analysis or projections the investor deems appropriate in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Units, the merits and risks of investing in the Units and the information contained in this Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Units and the impact the Units will have on its overall investment

portfolio;

- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Units including where the currency of payment is different from the potential investor's currency;
- understand thoroughly the terms of the Units and be familiar with the behaviour of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic and other factors that may affect its investment and its ability to bear the applicable risks.

Sources of Information and Forward Looking Statements

DISCLAIMER: Unless otherwise noted, the information in this Prospectus has been derived from sources believed to be accurate as of the date of this Prospectus. Information derived from sources other than National Bank of Oman SAOG or its respective affiliates is believed to be reliable; however, we do not independently verify or guarantee its accuracy or validity. This material contains general information only and should not be construed as investment advice, recommendation or be relied on in any way as a guarantee, promise, forecast or prediction of future events regarding an investment or the markets in general. The opinions and predictions expressed are subject to change without prior notice. National Bank of Oman SAOG or its respective affiliates has recommended a specific security for any client account. Subject to any contrary provisions of applicable law, National Bank of Oman SAOG and its respective affiliates, and officers, directors, employees, agents, disclaim any express or implied warranty of reliability or accuracy and any responsibility arising in any way for errors or omissions in this document or in the information or data provided in this document.

Past performance is not a reliable indicator of future performance and should not be relied upon to make investment decisions. The value of investments and the income from them may fall as well as rise. Past performance is no guarantee of future results and should not be relied upon to make an investment decision. Investing involves risk, including possible loss of principal. The financial market outlook is based on current market conditions. There is no assurance that such events or projections will occur and actual conditions may be significantly different than that shown here. This Prospectus may contain 'forward looking' information that is not purely historical in nature. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe the Fund's strategies, objectives, plans or goals are also forward-looking statements. Such information may include, among other things, projections and forecasts. There is no guarantee that any forecasts made will come to pass. All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statements. The Sponsor has conducted the required due diligence to the best of their knowledge and believes that the Prospectus reflects the executable future plan of the Fund. Reliance upon information in this material is at the sole discretion of the reader. Important factors that could cause actual results to differ materially from the Fund's expectations include, among others:

- Global and local economic and business conditions;
- Changes in interest rates;
- Inability to estimate future performance;
- Inability to find suitable investments; and
- Changes in laws and regulations that apply to the Fund or its investments.

For a further discussion of factors that could cause actual results to differ, see Chapter IV entitled “Risk Factors” of this Prospectus.

This Prospectus has been authorized and approved by the FSA and will be governed by the rules and regulations of the Sultanate of Oman and the FSA rules and regulations regulating investment funds.

The FSA is not responsible for the accuracy and adequacy of the information provided in this Prospectus. The FSA does not take any responsibility for any loss that may arise from dependence on information contained in this Prospectus. The FSA has not assessed the suitability of the Units to which this Prospectus relates to any particular investor or type of investor.

The Arabic language version is the official version of this Prospectus. In case of any difference or discrepancy between Arabic and English versions, the approved Arabic version shall prevail.

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CHAPTER I

ABBREVIATIONS AND DEFINITIONS

Administrator	Entity responsible for administration of the Fund, as per the Fund Administration Services Agreement.
Articles of Association	Articles of association of the Fund, which set out the rights, obligations and powers of Unitholders, the Fund, the Investment Manager and service providers.
Baisa/Bzs Rial	Omani Baisa (bzs 1,000 = 1 Rial Omani).
Business Day	Any day on which banks in Oman are open for business in Oman, except Fridays, Saturdays, and official holidays.
Business Hours	Official banking hours of NBO, presently 8.00 am to 2.00 pm.
Closing Date	The last day of the Initial Subscription Period.
Collecting Bank/agents	A bank/ entity appointed to collect applications for Units during the Initial Subscription Period.
Continuous Offer Period	Period when the Fund reopens for continuous Subscription and Redemption of Units following the conclusion of the Initial Subscription Period.
Custodian	Company/entity responsible for safekeeping the assets of the Fund as per the terms of the Custodian Agreement.
Custodian Agreement	Agreement signed between the Custodian and the Fund, represented by the Management Body.
Deposits	Fixed Deposits, Wakala, Murabaha, Certificate of Deposit, and Current Account subject to the regulatory framework in the Sultanate of Oman.
Developed Markets	Financial markets that are considered most developed with regard to their economy, ease of access to its capital markets, liquidity, foreign ownership laws, and corporate governance requirements as determined by the Investment Manager.
Dividend	Distribution per Unit made by the Fund to Unitholders.
EGM	Extraordinary General Meeting of the Unitholders.
Embargoes	Countries subject to comprehensive sanctions, bans on trade, or other like prohibitions imposed by any applicable statute, law or regulations of the Sultanate of Oman, the United States of America, the European Union, the United Kingdom, Hong Kong and the United Nations.

Executive Regulations	Executive Regulations of the Capital Market Law issued by the Capital Market Authority (currently the Financial Services Authority) issued pursuant to the Administrative Decision No. 1/2009.
Emerging Markets	means markets of countries that are in the process of developing into modern industrialised states and thus display a higher degree of developmental potential but also entail a greater degree of risk. It shall include any country: (i) with low- to middle-income economies according to the International Bank for Reconstruction and Development (the “World Bank”); (ii) listed in World Bank publications as developing; or (iii) determined by the Investment Manager to be an emerging market.
Exchange Traded Funds (ETFs)	An investment fund traded on stock exchanges, much like stocks and holds assets such as stocks, bonds or other financial assets.
Financial Year	The period of twelve months starting on 1 January and ending on 31 December of that particular year.
Fixed Income	A type of investment which may provide a periodic interest payment on invested capital and an eventual return of capital on maturity date (most commonly referred to as bond or debt security and including perpetuials and sukuk).
FSA	Financial Services Authority of Oman.
Fund	NBO Money Market Fund (open ended fund) with variable capital subject to a minimum capital requirement of RO 2,000,000 (Rial Omani Two Million).
Fund Administration Services Agreement	Agreement signed between the Administrator and the Fund, represented by the Management Body.
GCC	Gulf Cooperation Council comprising the Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and United Arab Emirates.
GDP	Gross Domestic Product.
General Meeting	The General Meeting of the Unitholders.
IFRS	International Financial Reporting Standards.
Initial Subscription Form	Form to be submitted by Subscribers for subscription for units in the Initial Subscription Period.
Initial Subscription Period	The period during which Units of the Fund will be available for subscription at the Initial Subscription Price.
Investment Management Agreement	The agreement signed by the Investment Manager and the Fund, represented by the Management Body.

Investment Manager	The entity responsible for managing the assets of the Fund, as per the Investment Management Agreement.
Investment Universe	The set of securities and investments from amongst which the Investment Manager will select investments for the Fund.
Management Body	A body having overall responsibility for the affairs of the Fund and comprising the persons whose details appear in Chapter VI of this Prospectus.
MSX	Muscat Stock Exchange Company SAOC.
NAV (of the Fund)	The Net Asset Value of the Fund is calculated and published on a daily basis every Business Day.
NBO	National Bank of Oman SAOG.
NAV (per Unit)	The Net Asset Value per Unit, which is calculated at any point of time by dividing the Net Asset Value of the Fund by the total number of Units in issue at such point of time.
NRV	The Net Realizable Value of the Fund.
OGM	Ordinary General Meeting of the Unitholders.
Oman	The Sultanate of Oman.
Prospectus	This prospectus document that has been filed with the FSA providing details on the offer of Units in the Fund.
Redemption	Redemption of Units through the submission of a duly completed Redemption Form to the Administrator.
Redemption Form	Redemption Form to be used to redeem Units in the Continuous Offer Period.
Rial Omani/OMR	The lawful currency of the Oman.
Sanctioned Persons	Any persons (whether natural or juristic) identified on as part of any applicable law or regulation or any applicable governmental or other published list of the Sultanate of Oman, the United States of America, the European Union, the United Kingdom, Hong Kong and the United Nations with whom the Fund, the Investment Manager or the Administrator is prohibited or otherwise restricted from transacting business, or any person (whether natural or juristic) owned or controlled by such persons.
Securities Law	The Securities Law of Oman issued by Royal Decree 46/2022.
Sponsor	Sponsor of the Fund viz. NBO.
Subscriber	Subscriber for Units in the Initial Offer Period or Continuous Offer Period.

Subscription	Subscription for Units, through the submission of a duly completed subscription form, to the Administrator during the Continuous Offer Period.
Subscription Form	Subscription Form to be used by Subscribers to subscribe for units in the Continuous Offer Period.
Sub-Custodian	A Sub-Custodian appointed by the Custodian to provide custody services for the Fund in jurisdictions other than Oman.
Unitholders	A natural or legal person that holds Units.
Units	means each Unit in the Fund, having a nominal value of OMR [1.000 (One Rial Omani)] each.
USA	United States of America.
USD	USD 2.6008 = OMR 1, based on the prevalent fixed currency peg as sourced from Central Bank of Oman.
US Person	(a) a citizen of the United States; (b) an entity or juristic person organised under the laws of a jurisdiction other than those of the United States or any state, territory or possession of the United States; (c) the government of the United States or of any state, territory or possession of the United States; or (d) a representative of, or entity controlled by, any person referred to in any of paragraphs (a) through (c).
Valuation Day	The day on which the Administrator calculates the NAV.
Yield	The discount rate that makes the present value of the bond's periodic interest payments equivalent to its current market price per bond.

CHAPTER II

SUMMARY

The information set out below has been derived from, and should be read in conjunction with, the full text of this Prospectus. NBO Money Market Fund is a collective investment vehicle. The Fund is constituted under the Securities Law and the Executive Regulations. The Fund's Management Body will supervise the activities and assets of the Fund.

Investments in the Fund are exposed to various economic and financial risks. The Fund does not guarantee any returns. Please refer to Chapter IV for further discussions on key risk factors applicable to this Fund.

Fund Name	NBO Money Market Fund
Address	NBO Money Market Fund, National Bank of Oman SAOG, Investment Banking Division, P. O. Box 751, Postal Code 112, Ruwi, Sultanate of Oman.
Fund Structure	Open-ended fund investing in (i) fixed income investments including mainly money market instruments and (ii) bank deposits and call accounts.
Fund Objectives	The primary objective of the Fund is to generate returns with preservation of capital and daily liquidity, through investment in liquid, low-risk fixed income investments mainly comprising money market instruments issued by Omani, regional and international banks, governments and government-related entities (GREs), and other entities.
Fund Currency	OMR
Fund Capital	Minimum: 2,000,000 Rial Omani (Two Million Rial Omani).
Initial Issue Price per Unit	OMR 1.000
Initial Subscription Period	16 th December 2024 to 30 th December 2024.
Minimum Subscription During Initial Subscription Period	500 Units and in multiples of 100 Units.
Minimum Subscription Amount During Continuous Offer Period:	OMR 500 per Subscriber and in multiples of OMR 100.
Maximum Subscription	No Maximum Limit.
Receiving Redemption and Subscription requests	Daily, except for Friday, Saturday, and public holidays
Processing Redemption and Subscription requests	Daily, except for Friday, Saturday, and public holidays
Valuation/ NAV Frequency	Daily, except for Friday, Saturday, and public holidays

Investment Manager	National Bank of Oman SAOG
Issue Manager	National Bank of Oman SAOG
Collecting Bank / Agent	National Bank of Oman SAOG Ubhar Capital SAOC Horizons Capital Markets SAOC
Custodian / Fund Administrator	Gulf Custody Company SAOC
Auditor	Moore Stephens LLC
Legal Advisors	Al Busaidy, Mansoor Jamal & Co.
Eligible Investors	The Fund is open for investment to Omani investor and non-Omani investors (except US Persons) that are both retail and non-retail investors, if they satisfy the eligibility requirements provided for in the Subscription Application. All investors are responsible for ensuring they inform themselves of, and are permitted to subscribe for Units under, all applicable laws and regulations, including the laws and regulations of Oman. Please also carefully read the information set out in the Important Notice above.
Redemption Fees	There shall be no redemption fees Unitholders who subscribe in the Initial Subscription Period shall not redeem, sell, transfer or dispose their Units in any form for a period of three months following the date on which the Fund is registered in the register of investment funds maintained by the FSA.
Management Fees	The Investment Manager is entitled to investment management fees of 0.50% per annum of the Net Asset Value of the Fund plus any applicable VAT and other taxes. The management fee will be calculated based on the daily NAV of the Fund and paid monthly in arrears.
Operating Expenses	The Fund will also deduct other operating expenses as discussed in detail in Chapter XIII.
Method of Payment	All payments will be made by a cheque or a bank transfer.
Fund's Financial Year	From 1st January until 31st December of each year. The first year will commence at the end of the Initial Subscription Period and end on 31st of December of the next year.

CHAPTER III

OFFER EXPENSES

The expenses incurred in connection with the initial public offering of the Fund are estimated at OMR 46,000 (Forty Six Thousand Omani Rial). These expenses will be borne by the Investment Manager. The breakdown of the estimated expenses incurred is provided in the table below:

Estimated Issue Expenses

Item	Amount (OMR)
FSA Fees	2,000
Legal Advisor Fees	10,000
Issue Manager Fees	20,000
Collection Bank Expenses	4,500
Publicity and Marketing Expenses	8,500
Miscellaneous Expenses	1,000
Total Expense	46,000

Note: The above fees and expenses are estimates and could change.

CHAPTER IV

RISK FACTORS

The risks described in this Prospectus should not be considered to be an exhaustive list of the risks which potential investors should consider before investing in the Fund.

Prospective investors should review this Prospectus carefully and in its entirety and consult with their professional and financial advisors before subscribing for Units. Prospective investors are advised that the value of Units and any income from them may go down as well as up and, accordingly, an investor may not get back the full amount invested or anything at all and an investment should only be made by persons who can sustain a total loss of their investment.

Past performance of the Investment Manager or any of their affiliates or any other related fund should not be relied upon as an indicator of future performance. The securities and instruments in which the Fund would invest are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur or that the investment objective of the Fund will actually be achieved.

An investment in the Units is only suitable for investors who are capable of evaluating the risks and merits of such investment and who have sufficient resources to bear any loss which might result from such investment. Prospective investors should review carefully and in its entirety this Prospectus and consult with their professional and financial advisors before subscribing for Units in the Fund.

Potential investors should be aware that an investment in the Fund that in turn is investing in other funds (such as UCITs or ETFs (the “Underlying Funds” and reference to “a fund” shall include the Fund or any Underlying Fund)) may be exposed to other risks from time to time.

Key Risk of Investing in Money Market Funds

The value of any investment in the Fund will fluctuate due to, among other things, changes in the market value of the Underlying Funds and other underlying investments. Any negative impact on any Underlying Fund or the fixed income securities will likely negatively impact the Fund and the value of the Units in the Fund.

Interest Rate Risk: Money market instruments are affected by changes in interest rates. When interest rates decline, the market value of these instruments generally can be expected to rise. Conversely, when interest rates rise, the market value of fixed-income securities generally can be expected to decline. The longer the duration or maturity of a fixed-income security, the more susceptible it is to interest-rate risk.

Mitigant: The fund invests in short maturity instruments thus the risk of price volatility is low.

Market/Economy Related Risks: The value of investments may fluctuate in response to the activities of individual companies and general debt market sentiments and local and global economic conditions. In certain time periods, debt markets may be subject to higher volatility than usual which may increase the risks associated with investment in a fund, especially for investors with a very short-term (say 1 year or

less) time horizon of investments. Securities may decline in value due to factors affecting securities markets generally or particular industries represented in the securities markets. The value of a security may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates, adverse changes to credit markets or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labour shortages or increased production costs and competitive conditions within an industry. During a general downturn in the securities markets, multiple asset classes may decline in value simultaneously. Credit ratings downgrades may also negatively affect securities held by each the Fund and the Underlying Funds. Even when markets perform well, there is no assurance that the investments will increase in value along with the broader market. In addition, market risk includes the risk that geopolitical events will disrupt the economy on a national or global level. For instance, terrorism, market manipulation, government defaults, government shutdowns, and natural/environmental disasters can all negatively impact the securities markets, which could cause an underlying security and/or the Fund to lose value. Any market disruptions could also prevent the Fund from executing advantageous investment decisions in a timely manner. Funds that have focused their investments in a region enduring geopolitical market disruption will face higher risks of loss. Certain market conditions may pose heightened risks with respect to funds that invest in fixed income securities, as discussed more under “interest rate risk”. Any future interest rate increases could cause the value of any fund that invests in fixed income securities to decrease. As such, the fixed income securities markets may experience heightened levels of interest rate, volatility and liquidity risk. If rising interest rates cause a fund to lose enough value, such fund could also face increased unitholder redemptions, which could force it to liquidate investments at disadvantageous times or prices, therefore adversely affecting the Fund and the value of the Units. Exchanges and securities markets may close early, close late or issue trading halts on specific securities, which may result in, among other things, a fund being unable to buy or sell certain securities or financial instruments at an advantageous time or accurately price its portfolio investments.

Political and/or Regulatory Risks: The Fund may be adversely affected by uncertainties such as political developments, changes in government policies, taxation, restrictions on investment and currency repatriation, and other developments in the laws and regulations of the countries in the Investment Universe and other relevant jurisdictions. Over recent years global financial markets have undergone fundamental disruption and regulators in many jurisdictions have implemented or proposed a number of regulatory measures and may continue to do so. Legislation and regulation may render a transaction, to which a Fund is a party, void or unenforceable. It is impossible to predict with certainty what additional interim or permanent governmental restrictions may be imposed in the future and/or the effect of such restrictions on global markets and the Investment Manager’s ability to implement the Fund’s investment objectives.

Specific risks relating to the investment by the Fund in ETFs and UCITs: An investment in the Fund that is in turn investing in ETFs or UCITs is not the same as a direct investment in any index or other asset underlying such funds, or the assets of the underlying companies comprising such underlying index, or any assets, contracts and/or instruments which may be invested in or held by the ETF or UCIT and may therefore result in a lower yield than a direct investment in such index or shares. The management company, trustee or sponsor, as the case may be, of an ETF or UCIT may take any actions in respect of such fund without regard to the interests of the Unitholders. Any of these actions could have a negative effect on the value of and return on the Units.

Accumulation of Fees, Charges and Expenses: As the Fund may invest in other funds, the Unitholders may incur a duplication of fees and commissions (such as, but not limited to, management fees including performance fees, custody and transaction fees, subscription and redemption fees, administration fees

and other service providers' fees). To the extent these funds are permitted to invest in turn in other funds, Unitholders may incur a third layer of the fees (and potentially additional fees).

Conflicts of Interest:

Each of NBO and its affiliates ("NBO Entities") undertake business for clients other than the Fund and the Unitholders. Each of the NBO Entities may face conflicts between, respectively, their interests, the interests of the Fund and the interests of their respective other clients. Each of the NBO Entities maintain a Conflicts of Interest Policy. It is not always possible for the risk of detriment to a client's interests to be entirely mitigated such that, on every transaction when acting for clients, a risk of detriment to their interests does not remain.

Each of NBO Entities may, respectively, establish, hold or unwind opposite positions (i.e. buy and sell) in the same security at the same time for different clients. This may prejudice the interests of their respective clients on the buy or the sell side. Additionally, each of the NBO Entities may have different management mandates; they may each sell a security in some portfolios that they hold in their other respective portfolios. Investment decisions to sell in one account may also impact the price, liquidity or valuation of securities held in another client account, or vice versa. Each of the NBO Entities respectively has a policy with a view to treating clients fairly.

Each of NBO Entities Companies may receive, respectively, Material Non-Public Information (MNPI) in relation to listed securities in which they each invest respectively on behalf of clients. To prevent wrongful trading, each of the NBO Entities erects information barriers and restricts trading by one or more of their respective investment team(s) concerned in the security concerned. Such restrictions may negatively impact the investment performance of client accounts. Each of the NBO Entities respectively has implemented relevant Material Non-Public Information Barrier Policy.

The Distributor or the Fund may, subject to applicable laws, pay third parties for distribution and related services. Such payments could incentivise third parties to promote the Fund to investors against such investors' best interests.

Additional Conflict of Interests of the Investment Manager: Brokerage Services. It is anticipated that the Investment Manager or its affiliated entities may be appointed as a broker to provide brokerage services to the Fund. In this regard there is a potential for there to be conflicts of interest associated with the brokerage services and investment management services under which, for example, the Investment Manager may be incentivised to increase the number of trades in relation to the equity securities and equity-oriented securities undertaken by the Fund to increase the fees associated with brokerage transactions.

Investment policy of the Fund is subject to change: The investment policy stated for this Fund in this Prospectus may be changed following the launch of the Fund based on changes in regulations, the Investment Manager's view of the global economic and market scenario, the decisions of the Management Body as well as based on other external and internal factors. The same shall be announced on the MSX website and the required regulatory filings shall be made with the FSA. This shall also be available with the Administrator for the benefit of investors.

Exchange Rate Risk: Changes in exchange rates between currencies or the conversion from one currency to another may cause the value of a fund's investments to diminish or increase. In particular if the rate between the currency of investments and the currency of the Units changes, this may have a material impact on the value of and the return on the Units. Currency exchange rates may fluctuate significantly over short periods of time. They generally are determined by supply and demand in the currency exchange markets

and the relative merits of investments in different countries, actual or perceived changes in interest rates and other complex factors. Currency exchange rates also can be affected unpredictably by intervention (or the failure to intervene) by governments or central banks, or by currency controls or political developments. In addition, in the event that a fund invests in a currency (i) which ceases to exist or (ii) in which a participant in such currency ceases to be a participant in such currency, it is likely that this would have an adverse impact on a fund's liquidity. The Fund will be investing in securities globally with United States Dollar (USD) as its primary currency. Currently as the OMR has been pegged to the U.S. dollar, positions in U.S. dollars have not generally been considered as a significant currency risk, although this assessment has been re-evaluated in recent years given increased market speculation concerning the possible abolition of the currency peg in a number of GCC countries in response to the volatile oil price environment. A break of the currency peg may have materially adverse effect on the value of the Units. Further, any investments made in securities which are non-USD denominated will be subject to foreign exchange related volatility. The investment returns on such securities shall include any currency conversion related charges and currency translation related gains or losses, if and when applicable.

Mitigant: The fund may hedge the foreign exchange risk of the currencies other than OMR & other USD-pegged GCC currencies.

Currency Hedging and Use of Derivatives in Underlying Funds: Whereas the Fund shall not enter directly into any hedging or derivatives transactions, an Underlying Fund may enter into currency exchange transactions and/or use derivatives. Although such transactions are typically intended to minimise the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might be realised should the value of the hedged currency increase. The precise matching of the relevant contract amounts and the value of the securities involved will not generally be possible because the future value of such securities will change as consequence of market movements in the value of such securities between the date when the relevant contract is entered into and the date when it matures. The successful execution of a hedging strategy by Underlying Funds cannot be assured. It may not be possible to hedge against generally anticipated exchange fluctuations at a price sufficient to protect the assets from the anticipated decline in value as a result of such fluctuations.

Credit Risk: Credit risk or default risk refers to the risk that an issuer or a counterparty may default (i.e. become unable or unwilling to make timely principal and/or interest payments on the security). Securities are subject to varying degrees of credit risk, which are often reflected in credit ratings. Because of this risk corporate debentures are sold at a yield above those offered on government securities, which are sovereign obligations and have a low probability of default. Normally, the value of a fixed income security will fluctuate depending upon the changes in the perceived level of credit risk as well as any actual event of default. The greater the credit risk, the greater the return required for someone to be compensated for the increased risk.

Mitigant: The Investment Manager will strive to diversify the investments and invest in securities that have acceptable credit profile.

Issuer Risk: The performance of a fund depends on the performance of individual securities to which such fund has exposure. Any issuer of these securities may perform poorly, causing the value of its securities to decline. Poor performance may be caused by poor management decisions, competitive pressures, changes in technology, expiration of patent protection, disruptions in supply, labour problems or shortages, corporate restructurings, fraudulent disclosures or other factors.

Liquidity Risk: A fund could be exposed to liquidity risk in case traded volumes of securities in which such fund has invested, experience a decrease in total volumes, which in turn might make it difficult to provide liquidity when unitholders request redemptions and can result into higher impact cost. The primary measure of liquidity risk for fixed income securities is the spread between the bid price and the offer price quotation. This may also relate to, among others things, any lock-in periods that are imposed at the time of investments for deposit instruments in which the fund will invest.

Mitigant: The fund will aim to diversify its investment portfolio in a manner that it can maintain a combination of fixed deposits which may have lock-in periods and debt securities with short-term maturity profiles (less than 1 year). The liquidity risk for government securities and other short maturity bonds is generally considered low given their near-term maturity profile.

Reinvestment Risk: This risk refers to the interest rate levels at which cash flows received from the investments of the Fund are reinvested. The additional income from reinvestment is the “interest on interest” component. The risk is that the rate at which interim cash flows can be reinvested may be lower than that originally assumed.

Investment in Debt-Linked Securities: The Fund may invest in debt-linked products (such as UCIT funds and Exchange Traded Funds (ETFs) referencing debt-linked securities). The investment results of such instruments are intended to correspond generally to the performance of one or more specified debt securities, or of a specific index or similar “basket” of debt securities. Therefore, investing in these instruments involves risks similar to the risks of investing in the underlying stocks or bonds directly in addition to the risks of holding units in these funds which are detailed further in section. These include, but are not limited to, the liquidity risk above limiting the ability to dispose of units as well as the additional and wider layer of charges. In addition, debt-linked securities may be considered illiquid, potentially limiting a fund’s ability to dispose of them.

Capital Erosion Risk: Certain funds may have as the priority objective the generation of income rather than capital. Investors should note that the focus on income and the charging of Management Fees and any other fees to capital may erode capital and diminish the Fund’s ability to sustain future capital growth. In this regard, distributions made during the life of the Fund should be understood as a type of capital reimbursement.

Prepayment Risk: A debt security held by a fund could be repaid or “called” before the money is due, and the relevant may be required to reinvest the proceeds of the prepayment at lower interest rates and therefore might not benefit from any increase in value as a result of declining interest rates. Intermediate-term and long-term bonds commonly provide protection against this possibility.

Variable and floating rate securities: In addition to traditional fixed-rate securities, the Fund or any Underlying Fund may invest in debt securities with variable or floating interest rates or dividend payments. Variable or floating rate securities bear rates of interest that are adjusted periodically according to formulae intended to reflect market rates of interest. These securities allow the relevant fund to participate in increases in interest rates through upward adjustments of the coupon rates on such securities. However, during periods of increasing interest rates, changes in the coupon rates may lag the change in market rates or may have limits on the maximum increase in coupon rates. Alternatively, during periods of declining interest rates, the coupon rates on such securities readjust downward and this may result in a lower yield.

New Issues: A fund may invest in new debt issues. The prices of securities involved in new debt issues are often subject to greater and more unpredictable price changes than more established securities.

Valuation Risk: Financial instruments that are illiquid may not have readily available prices and may therefore be difficult to value leading to poor price discovery, greater impacts costs and spreads which may impact returns. Dealer-supplied quotations or pricing models developed by third parties, the Investment Manager or their respective affiliates and/or delegates, may be utilized in valuations and the calculation of the net asset value of the Fund. Such methodologies may be based upon assumptions and estimates that are subject to error. Investors should be aware that in these circumstances a possible conflict of interest may arise, as the higher the estimated valuation of the securities the higher the fees payable to the Investment Manager and Investment Manager. Any party providing valuation services may, in the absence of its negligence, be indemnified out of the property of a fund from all claims and losses which such party may incur directly or indirectly arising out of or in connection with the performance of such valuation services. In addition, given the nature of such investment, determinations as to their fair value may not represent the actual amount that will be realised upon the eventual disposal of such investments.

Risks Related to valuation of the Fund's assets: The Fund's assets are generally valued based on quotes provided by exchanges, brokers and other third party sources. However, these values may not reflect the actual prices which would be realised upon a sale of a particular asset. Valuations of assets undertaken or provided by the Fund will be conclusive and binding on all Investors.

Prospective investors should be aware that the valuation or pricing of certain asset classes, particularly hard-to-price assets such as illiquid, unlisted and unquoted securities, may result in subjective prices being applied to the Administrator's calculations of the NAV of the Fund, or the NAV per Unit. The Administrator does not undertake any actual valuation of underlying assets of the Fund, and relies on prices ascribed to these assets by third party sources, the Fund itself, the Investment Manager, or other brokers, agents or third parties the Fund directs the Administrator to use. The Administrator does not perform any independent verification or validation of valuations/prices so provided to it. The Administrator bears no responsibility for any discrepancy between valuations and/or prices provided to it and relied on by the Administrator in the calculation of NAV of the Fund or the NAV per Unit, and the price of which such asset of the Fund is subsequently sold, or in the case of an asset sold short, purchased, by the Fund. This could materially affect the NAV of the Fund, the price of the Units at which the Unitholders will deal and the fees paid by the Unitholders, particularly if the Management Board's, the Investment Manager's or their third party valuation agents' judgments regarding appropriate valuations or pricing should prove incorrect.

Extension Risk: During periods of rising interest rates, the average life of certain types of securities may be extended because of slower-than-expected principal payments. This may lock in a below-market interest rate, increase the security's duration, and reduce the value of the security. Extension risk may be heightened during periods of adverse economic conditions generally, as payment rates decline due to higher unemployment levels and other factors.

Bond Downgrade: A fund may invest in investment grade bonds, however, where a bond is subsequently downgraded it may continue to be held in order to avoid a distressed sale. To the extent that such fund does hold such bonds, there will be an increased risk of default on repayment, which in turn translates into a risk that the capital value of the Fund will be affected. Investors should be aware that the yield or the capital value of the Fund (or both) could fluctuate.

Custody Risk: There are risks involved in dealing with custodians or prime brokers who hold assets of the Fund and who settle the Fund's trades. Securities and other assets deposited with custodians or prime brokers may not be clearly identified as being assets of the Fund, and hence the Fund may be exposed to a credit risk with regard to such parties. In some jurisdictions, the Fund may only be an unsecured creditor of its prime broker or custodian in the event of bankruptcy or administration of such broker. Further, there may

be practical or time problems associated with enforcing the Fund's rights to its assets in the event of the insolvency of any such party (including sub-custodians or agents appointed by the custodian in jurisdictions where sub-custodians are not available). Recent apparently significant losses incurred by many hedge funds in relation to the bankruptcy and/or administration of financial institutions illustrate the risks incurred in both derivatives trading and custody and prime brokerage arrangements. Assets deposited with prime brokers or custodians which are fully paid (being those not held by the prime broker as margin) may be held in segregated safe custody in accordance with the prime brokerage and custodian agreements. Assets held as collateral by the prime brokers or custodians in relation to facilities offered to the Fund and assets deposited as margin with the custodians and prime brokers may therefore be available to the creditors of such persons in the event of their insolvency. The banking and other financial systems in some jurisdictions may not be well developed or well regulated. Delays in transfers by banks may result, as may liquidity crises and other problems arising as a result of the under-capitalisation of the banking sector as a whole.

Concentration Risk: If the funds and/or their investments concentrate in a single country, region, industry or group of countries or industries, such fund may be more susceptible to any single economic, market, political or regulatory occurrence affecting that country, region, industry or group of countries or industries. The Fund may then be more susceptible to greater price volatility when compared to a more diverse fund. This could lead to a greater risk of loss to the value of your investment.

Emerging Markets: The securities markets of developing countries are not as large as the more established securities markets and have substantially less trading volume, resulting in a lack of liquidity and high price volatility. There may be a high concentration of issue size and trading volume in a small number of issuers representing a limited number of industries as well as a high concentration of investors and financial intermediaries. These factors may adversely affect the timing and pricing of any fund's acquisition or disposal of securities. Practices in relation to the settlement of securities transactions in emerging markets involve higher risks than those in developed markets, in part because a fund will need to use brokers and counterparties which are less well capitalised, and custody and registration of assets in some countries may be unreliable. Delays in settlement could result in investment opportunities being missed if a fund is unable to acquire or dispose of a security. In certain emerging markets, registrars are not subject to effective government supervision nor are they always independent from issuers. Investors should therefore be aware that the Fund could suffer loss arising from these registration problems.

Bank Corporate Bonds: Corporate bonds issued by a financial institution may be subject to the risk of a write down or conversion (i.e. "bail-in") by a relevant authority in circumstances where the financial institution is unable to meet its financial obligations. This may result in bonds issued by such financial institution being written down (to zero), converted into equity or alternative instrument of ownership, or the terms of the bond may be varied.

Charges from Capital: Most funds deduct their charges from the income produced from their investments however some may deduct all or part of their charges from capital. Whilst this might allow more income to be distributed, it may also have the effect of reducing the potential for long-term capital growth or potentially loss of capital.

Basis Risk: Strategies that target perceived pricing inefficiencies and similar strategies, such as arbitrage strategies, are subject to the risk that markets or the prices of individual securities do not move as forecast, resulting in potentially reduced returns or losses to a fund and possibly costs associated with unwinding certain trades. Forecasting market movements is difficult, and securities may be mispriced or improperly valued by the Investment Manager. Securities issued by the same entity, or securities otherwise considered similar, may not be priced or valued similarly across markets or in the same market, and attempts to profit

from pricing differences may not be successful for several reasons, including unexpected changes in pricing and valuation. Measures such as average credit quality or average duration may not accurately reflect the true credit risk or interest rate sensitivity of a fund. This is especially the case if the fund consists of securities with widely varying credit ratings or durations. Therefore, a fund with an average credit rating or average duration that suggests a certain credit quality or level of interest rate risk may in fact be subject to greater credit risk or interest rate risk than the average would suggest.

High Yield Risk: Funds that invest in high yield below investment grade securities and unrated securities of similar credit quality (commonly known as “junk bonds”) may be subject to greater levels of interest rate risk, credit risk, call risk and liquidity risk than funds that do not invest in such securities. These securities are considered predominately speculative with respect to the issuer’s continuing ability to make principal and interest payments, and may be more volatile than higher-rated securities of similar maturity. An economic downturn or period of rising interest rates or individual corporate developments could adversely affect the market for high yield securities and reduce a fund’s ability to sell these securities at an advantageous time or price. In particular, junk bonds are often issued by smaller, less creditworthy companies or by highly levered (indebted) companies, which are generally less able than more financially stable companies to make scheduled payments of interest and principal. High yield securities structured as zero-coupon bonds or pay-in-kind securities tend to be especially volatile as they are particularly sensitive to downward pricing pressures from rising interest rates or widening spreads and may require a fund to make taxable distributions of imputed income without receiving the actual cash currency. If the issuer of a security is in default with respect to interest or principal payments, a fund may lose its entire investment. Issuers of high yield securities may have the right to “call” or redeem the issue prior to maturity, which may result in the relevant fund having to reinvest its proceeds in securities paying a lower interest rate. Also, junk bonds tend to be less marketable (i.e., less liquid) than higher-rated securities because the market for them is not as broad or active, high yield issuances may be smaller than investment grade issuances and less public information is typically available about high yield securities. Because of the risks involved in investing in high yield securities, an investment in a fund that invests in such securities may be considered speculative.

Illiquidity of Bonds Close to Maturity: There is a risk that bonds which are nearing maturity may become illiquid. In such cases, it may become more difficult to achieve fair value on the purchase and sale thereof.

Operational Risk: An investment in the Fund, like any fund, can involve operational risks arising from factors such as processing errors, human errors, inadequate or failed internal or external processes, failure in systems and technology, changes in personnel and errors caused by third-party service providers. The occurrence of any of these failures, errors or breaches could result in a loss of information, business or regulatory scrutiny, or other events, any of which could have a material adverse effect on the Fund. While the Fund seeks to minimize such events through controls and oversight, there may still be failures that could cause losses to the Fund.

Management Risk: The Fund is subject to management risk because it is an actively managed investment portfolio. The Investment Manager will apply investment techniques and risk analyses in making investment decisions for the Funds, but there can be no guarantee that these will produce the desired results. Certain securities or other instruments in which the Fund seeks to invest may not be available in the quantities desired. In such circumstances, the Investment Adviser may determine to purchase other securities or instruments as substitutes. Such substitute securities or instruments may not perform as intended, which could result in losses to the Fund. To the extent a fund employs strategies targeting perceived pricing inefficiencies, arbitrage strategies or similar strategies, it is subject to the risk that the pricing or valuation of the securities and instruments involved in such strategies may change unexpectedly, which may result

in reduced returns or losses to such fund. Additionally, legislative, regulatory, or tax restrictions, policies or developments may affect the investment techniques available to the Investment Manager in connection with managing the Fund and may also adversely affect the ability of the Fund to achieve its investment objective.

New / Small Fund Risk: A new or smaller fund's performance may not represent how the fund is expected to or may perform in the long-term if and when it becomes larger and has fully implemented its investment strategies. Investment positions may have a disproportionate impact (negative or positive) on performance in new and smaller funds. New and smaller funds may also require a period of time before they are fully invested in securities that meet their investment objectives and policies and achieve a representative portfolio composition. Fund performance may be lower or higher during this "ramp-up" period, and may also be more volatile, than would be the case after the fund is fully invested. Similarly, a new or smaller Fund's investment strategy may require a longer period of time to show returns that are representative of the strategy. New funds have limited performance histories for investors to evaluate and new and smaller funds may not attract sufficient assets to achieve investment and trading efficiencies. If a new or smaller fund were to fail to successfully implement its investment strategies or achieve its investment objective, performance may be negatively impacted, and any resulting liquidation could create negative transaction costs for the Fund and tax consequences for investors.

Taxation on investment: The Fund may be liable to pay taxes, duties or any other type of government levy, on its security investments in the respective jurisdiction/country where the purchased security is listed. These may be applicable at the time of purchase or sell or at the time of receiving any dividends or interests and/or any other corporate action. The rate at which such tax/duty/levy is paid may increase or decrease in the future thus impacting the returns of the Fund. Please see below for further taxation risks.

Taxation Risk: Prospective investors and Unitholders should be aware that they may be required to pay income tax, withholding tax, capital gains tax, wealth tax, stamp taxes, VAT, or any other kind of tax on distributions or deemed distributions of the Fund, capital gains within the Fund, whether or not realised, income received or accrued or deemed received within the Fund, etc. The requirement to pay such taxes will be according to the laws and practices of the country where the Units are purchased, sold, held or redeemed, the country of residence or nationality of the Unitholder and any other relevant jurisdiction from time to time; such laws and practices may change from time to time. Any change in applicable taxation legislation could affect (i) the Fund's ability to achieve its investment objective, (ii) the value of the Fund's investments or (iii) the ability to pay returns to Unitholders or alter such returns. Any such changes, which could also be retroactive, could have an effect on the validity of the information stated herein based on current tax law and practice. 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 Fund will endure indefinitely. If, as a result of the status of a Unitholder, the Fund, the Investment Manager or an Underlying Fund becomes liable to account for tax, in any jurisdiction, including any interest or penalties thereon, the Fund shall be entitled to deduct such amount from any payment(s) made to such Unitholder, and/or to compulsorily redeem or cancel such number of Units held by the Unitholder or the beneficial owner of the Units for the purposes of obtaining sufficient monies to discharge any such liability. The relevant Unitholder shall indemnify and keep the Fund indemnified against any loss arising to the Fund by reason of the Fund becoming liable to account for tax and any interest or penalties thereon on the happening of an event giving rise to a tax liability including if no such deduction, appropriation or cancellation has been made. Unitholders and prospective investors' attention is drawn to the taxation risks associated with investing in the Fund.

Foreign Account Tax Compliance Act: The foreign account tax compliance provisions (“FATCA”) of the Hiring Incentives to Restore Employment Act 2010 which apply to certain payments are essentially designed to require reporting of Specified US Person’s direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service, with any failure to provide the required information resulting in a 30% US withholding tax on direct US investments (and possibly indirect US investments). In order to avoid being subject to US withholding tax, both US investors and non-US investors are likely to be required to provide information regarding themselves and their investors. To the extent the Fund however suffers US withholding tax on its investments as a result of FATCA, or is not in a position to comply with any requirement of FATCA, the Administrator acting on behalf of the Fund may take any action in relation to a Unitholder’s investment in the Fund to redress such non-compliance and/or ensure that such withholding is economically borne by the relevant Unitholder whose failure to provide the necessary information or to become a participating foreign financial institution or other action or inaction gave rise to the withholding or noncompliance, including compulsory redemption of some or all of such Unitholder’s holding of Units in the Fund. Unitholders will be required to provide certifications as to their U.S. or non-U.S. tax status, together with such additional tax information as the Administrator may from time to time request. Failure to furnish requested information or (if applicable) satisfy its own FATCA obligations may subject a Unitholder to liability for any resulting withholding taxes, U.S. information reporting and mandatory redemption of such Unitholder’s Units in the Fund. Unitholders and prospective investors should consult their own tax advisor with regard to US federal, state, local and non-US tax reporting and certification requirements associated with an investment in the Fund.

Cyber Security Risk: As the use of technology has become more prevalent in the course of business, funds have become potentially more susceptible to operational risks through breaches in cyber security. A breach in cyber security refers to both intentional and unintentional events that may cause a fund to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause a fund to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, and/or financial loss. Cyber security breaches may involve unauthorized access to a fund’s digital information systems (e.g. through “hacking” or malicious software coding), but may also result from outside attacks such as denial-of-service attacks (i.e. efforts to make network services unavailable to intended users). In addition, cyber security breaches of a fund’s third party service providers or issuers that a fund invests in can also subject a fund to many of the same risks associated with direct cyber security breaches. Like with operational risk in general, there are risk management systems designed to reduce the risks associated with cyber security which the Fund will implement. However, there is no guarantee that such efforts will succeed, especially since the funds do not directly control the cyber security systems of issuers or third party service providers.

Other Risks: The foregoing list of risk factors is not comprehensive. Investment in the Fund should be regarded as long-term in nature. Prospective Unitholders should consult their own advisors before deciding to subscribe for Units

Finally, we have indicated the risks and mitigations, and investors should observe such risks and consult investment experts.

CHAPTER V

THE FUND AND ITS INVESTMENT POLICY

a. The Fund

The NBO Money Market Fund is being established as an unlisted open ended fund with a variable capital subject to a minimum capital requirement of RO 2,000,000 (Rial Omani Two Million) under the auspices, and the regulatory supervision, of the FSA. The fund will invest in short-term maturity liquid securities issued by banks, government and government related entities, and other entities, both in Oman and internationally.

The Fund is sponsored by NBO and in its capacity as the Sponsor, it will have a shareholding of 5% of the capital of the Fund which it will, in accordance with the Executive Regulations, neither sell nor redeem for at least three years from the date of closure of the Initial Subscription Period.

The Fund will be managed and supervised by the Management Body elected in accordance with the provisions of Fund's Articles of Association. The Fund shall entrust the management of its investments to NBO, the Fund's Investment Manager as appointed by the Management Body.

b. Dividend Policy

The Fund's dividend policy shall be in accordance with the Executive Regulations. The Investment Manager will make a recommendation to the Management Body on whether to distribute or reinvest the dividends, any proceeds and returns from investments or other balances available to the Fund.

The Investment Manager shall not declare dividends from the proceeds from the issue of Units.

Investment Policy

(i) Fund Investment Objective

The primary objective of the Fund is to generate returns with preservation of capital and daily liquidity, through investment in liquid, low-risk fixed income investments mainly comprising money market instruments issued by Omani, regional and international banks, governments and government-related entities (GREs), and other entities.

The Fund will invest in:

1. Bank Call accounts,
2. Bank Fixed deposits,
3. Bank Murabaha & Wakala,
4. Money market and other short-term funds (UCITs and ETFs)
5. Fixed Income securities with residual maturity less than 1 year,
6. Fixed Income securities with residual maturity more than 1 year,
7. Certificate of deposits,
8. Commercial paper,
9. Other short-term liquid instruments.

The credit rating (from any of Standard & Poor's, Moody's, Fitch or Capital Intelligence) for non-GCC investments in the above instruments should be at least investment grade. The rating conditions do not apply for investments in the above instruments issued by any Omani and GCC corporate/sovereign entities.

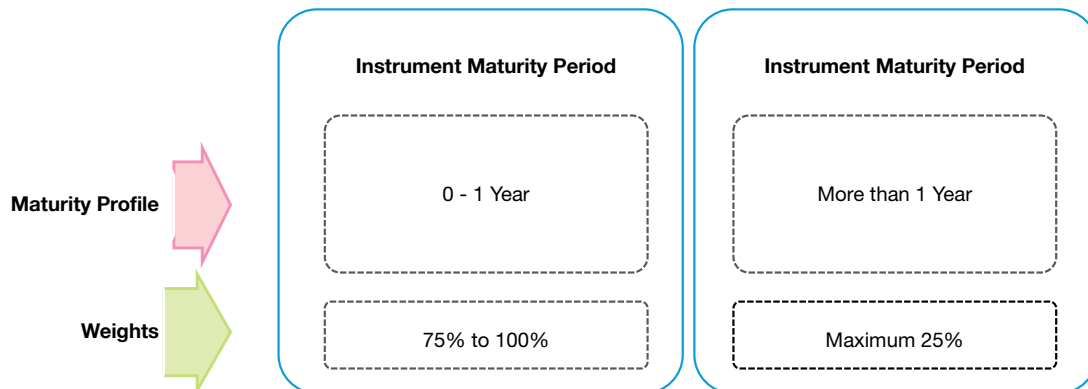
The Fund will invest only in instruments/securities that are denominated in any of the GCC Currencies, and in United States Dollars. The Fund will endeavor to hedge wherever possible the foreign exchange risk of the currencies other than OMR, the exchange rate risk will be carried by the Fund.

The Fund will not materially change its investment policies set out in this Prospectus without obtaining approval of the Management Body.

(ii) Fund Investment Strategy

To pursue the Fund's investment objective, the Investment Manager (National Bank of Oman (SAOG)) shall follow a disciplined investment process. The Fund shall follow an active management strategy.

Asset Allocation Strategy



(iii) Investment Restrictions

The Fund shall adhere to the following investment restrictions at the time of making the investments:

- a) The Fund shall invest at least 75% of its capital to achieve its main investment objectives.
- b) The Fund shall not hold more than 10% of the outstanding securities of any issuer.
- c) The Fund shall not borrow more than 25% of its NAV.

The Investment Manager will remain cognizant of the following investment criteria at all times:

Selection Criteria

Single entity Exposure	<p>Oman</p> <ol style="list-style-type: none"> 1. The Fund will not invest more than 35% of its NAV in the Deposits of a single bank/entity, or 10% of the total Deposits of that bank/entity, whichever is lower. 2. The Fund will not invest more than 25% of its NAV in the securities of a single issuer, or 10% of the total securities issued by that issuer/entity, whichever is lower.
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	Investments in call and current account are excluded from these conditions.
	GCC ex-Oman and International
	1. The Fund will not invest more than 35% of its NAV in Deposits and 25% of its NAV in securities of any single entity based outside Oman.
	2. The total Deposits and securities issued by banks/entities outside of Oman will not exceed 75% of the Fund's NAV.
Nature of Exposure	As described in the Investment Policy of the Fund.
Domestic Systemically Important Banks (D-SIBs)	Maximum: 65% of Fund's NAV in the Deposits of any single licensed commercial bank based in the GCC that is designated as a Domestic Systemically Important Bank (D-SIBs) by the central bank of the respective country.
Money Market and other Short-term Funds (UCITs and ETFs)	Maximum: 25% of Fund's NAV in third party open-ended funds that principally invest in money markets.
Geographical diversification	The Fund shall confine its investments in different geographies as per below: <ul style="list-style-type: none"> a. Oman: 25% - 100% b. GCC ex-Oman: 0% - 50% c. International: 0 – 25%
Equities	The Fund shall not invest in equity shares of any entity.

(iv) Investment Philosophy

The Investment Manager will make all of the investment decisions for the Fund. The investment philosophy focuses on liquidity & capital preservation as they are of utmost importance to Money Market Funds.

Shorter term investments to support liquidity

The Fund will strive to maintain ample liquid assets in order to maintain the liquidity and manage the interest rate risk.

Good quality investments to preserve capital of unitholders

One of the primary objectives of the fund is capital preservation, and therefore makes it essential for the investment manager to assess and manage this risk on an ongoing basis while making investment decisions for the fund. Good quality securities with acceptable credit and maturity profile are likely to assist greatly in preserving the capital of unitholders.

Minimize single issuer risk through diversification

The Fund will aim diversify its assets in order to further reduce the credit risk of any single issuer.

CHAPTER VI

THE MANAGEMENT BODY

The Fund shall be managed and supervised by a Fund Management Body elected by the general meeting in accordance with the provisions of the Articles of Association. Members of the Management Body will be three (3) members including the Chairman and Vice Chairman. The Chairman or his deputy shall represent the Fund in courts and in its relations with third party.

The initial fund management will be appointed by the Sponsor in agreement with the founders and whose term will not exceed one year from the date of the fund's registration in the investment funds registry at the FSA. After one year from the date of the fund's registration in the investment funds register with the FSA, the fund management will hold an OGM meeting for Unitholders to elect a new board in accordance with the laws and regulations and the applicable Articles of Association. Members of the fund administration are elected by secret ballot in an OGM for Unitholders, for a period of five years at most, a member may be reelected for another term.

Where any member's position falls vacant prior to the end of the term, the other members, representing at least the majority of the remaining members of the Management Body, may elect a replacement member until the end of the term.

The Fund's Management Board shall carry out oversight and supervision of the Fund's activities and shall undertake the following:

- (i) Evaluation of the fund's investment performance compared to similar funds or any other benchmark taking into account investment objectives of the fund.
- (ii) Ensure the fund's compliance with the Prospectus, Articles of Association and statutory requirements.
- (iii) Evaluation of the performance of the Investment Manager and other service providers.
- (iv) Ensure adequacy of the Fund's systems to safeguard its assets and ensuring that adequate accounting controls are in place.
- (v) Ensure the Investment Manager's system and controls are adequate to ensure compliance with the interests of the Fund and investors.
- (vi) Avoidance of conflicts of interest and ensuring that adequate procedures are in place to resolve any conflict of interest in the best interest of the Fund and investors.
- (vii) Ensure segregation of function when one company is acting as provider of more than one service to the Fund.
- (viii) Approve the transactions with related parties and disclose the same.
- (ix) Approve the annual report, financial statements and other information and disclose to the public and investors to ensure that disclosure is fair, timely, transparent and not misleading.
- (x) Appointment and removal of service providers and determining their fees
- (xi) Take resolutions pertaining to distribution of dividends.

The members of the Fund's board shall satisfy the following criteria:

- (i) Having good conduct and sound reputation.
- (ii) Not convicted in any crime or an offence involving honesty or breach of trust or a crime stipulated in the Securities Law, Commercial Companies Law or Commercial Law unless rehabilitated.
- (iii) Not declared as bankrupt, and to have the ability and necessary experience to fulfill the work needed.

Members of NBO Money Market Fund's Management Body

Mahmood Hamed Al-Gharibi

Mr. Mahmood Al-Gharibi is a finance and accounting professional with over 16 years of experience in investment management and financial analysis. He holds a bachelor's degree in finance and has held senior roles with the Social Protection Fund and the Public Authority for Social Insurance. He also contributes his expertise as a board member across multiple sectors: Al Mutawer Hotels & Resorts (Tourism Sector), Al Suwadi Power (Power Sector), Iskan Oman Investment Company (Real estate Sector) and Taageer Finance (Financial Sector).

Hather Al Hajiri

Mr. Hather Al Hajiri is an investment analyst at the Social Protection Fund with 4 years of experience in Investment Operation and Asset Management. He is involved in the execution and management of Fixed Income investments in various sectors. He holds a bachelor's degree in Finance from the College of Business at the University of Tulsa.

Adnan Abdullah Al Khudhuri

Adnan is NBO's Head of Business Synergy , Government Related Entities and Pension Fund In Government Banking Group.

He joined NBO in 2013 and has over 16 years of banking experience.

Since joining NBO, Adnan has been a significant contributor to Government banking strategic initiatives and has developed strong relationships with key local institutions.

Adnan has experience working in well-known International and local banks before joining NBO.

He completed his MBA and BIS degrees at Bellevue University in the United States .

Management Body Meetings

The Management Body meeting shall observe the following requirements:

- (i) The Management Body shall meet at least four times per year with a maximum time gap of four months between any two consecutive meetings;
- (ii) The number of attending members shall not be less than two thirds of the total strength;
- (iii) A member of the Management Body shall not take part in discussions and/or voting on matters if he or his spouse or relatives up to second degree have an interest;
- (iv) Approval of resolutions shall need support from majority of the members of the Management Body; and
- (v) Objection by a member of the Management Body to any resolution shall be recorded in the minutes of the meeting.

Investors who hold at least 5% of the Units may request the Management Body to cancel any resolution adopted by the Management Body or in the General Meeting as the case may be, if such resolution is detrimental to the Fund or Unitholders. The request shall be referred to the same body which has issued the resolution, to decide on it.

CHAPTER VII

THE INVESTMENT MANAGER

The Fund shall be appointing National Bank of Oman SAOG (NBO) as the Investment Manager of the Fund via an Investment Management Agreement between the Fund and the Investment Manager. The services of the Investment Manager will be bound by the details provided in the Investment Management Agreement, as per Executive Regulations. A copy of the Agreement shall be made available for inspection in the office of the Investment Manager.

Duties and Responsibilities of the Investment Manager

The duties of the Investment Manager include the following:

- (i) Managing the portfolio of the Fund in the best interests of the investment objectives of the Fund as stipulated in the Articles of Association;
- (ii) Taking all investment decisions or other decisions in relation to the Fund in the best interests of the Fund and its Unitholders;
- (iii) Procuring and supervising the accurate recording all purchase and sale transactions undertaken in favour of the Fund and in keeping their time sequence;
- (iv) Maintaining an accounting system to classify, monitor and check all transactions in the Fund's portfolio which are entered into the system and adjusting to the cash and securities accounts opened in the name of the Fund with the Custodian;
- (v) Providing liquidity for the Fund to discharge any Fund obligations;
- (vi) Safeguarding the Fund from any unnecessary investment risks; and
- (vii) Procuring the preparation of financial reports and statements and publication of the same in accordance with the provisions of the Articles of Association.

Profile of NBO

NBO was established in 1973 and has become one of the leading banks in Oman with total assets of R.O. 4,294 million (USD 11,153 million) as of 31st December 2022. The bank has a strong presence in Oman with a wide network of 85 branches including those of Muzn Islamic Banking, Sadara and in the UAE.

NBO is committed to helping its customers achieve their financial objectives and constantly endeavours to make banking more enjoyable and convenient. Some of the awards and recognitions received by the bank in the recent past are as follows:

2019

- Best wealth management business
- Best mobile banking app in Oman
- Best prepaid card of the year
- Best innovation center awards
- Top 25 companies in Oman
- Card innovation of the year
- Best prepaid product of the year

2020

- Best Contact Center – EMEA (2nd place)
- Best Contact Center Leader – EMEA (Shamsa Al Habsi)
- Forbes – The middle east’s top 100 companies
- Global Private banking innovation awards – Best private bank
- International Business Banking Awards – Best mobile app
- GBO (Global Business Outlook) - Best Islamic window
- GBO – Most innovative mobile app Oman

2021

- International Business Magazine
Best Mobile App 2021 – Oman 2021
- Banker Banking Awards
Islamic Bank of the Year Awards – Oman 2021
- World Business Outlook
Best Digital Bank Oman 2021
Best Mobile Banking App Oman 2021
- 7th Annual Global Business Outlook Awards 2021
Most Innovative Digital Bank – Oman 2021
- Women of the Year Award by Apex Media 2021
Sherifa Al Maskari – Head of Brand – Marketing Category
- Global Private Banking Innovation Awards
Female private banker of the year in the Middle East 2021 – Jamila Rangaswamy
Highly Acclaimed: Outstanding Wealth Management Offering for Affluent Clients 2021
- Oman Economic Review
Excellence in Digital Transformation 2021
- Forbes Magazine
Ranked among the ‘Top 50 Banks In The Middle East’ 2021
- Islamic Finance News
Ranked among the Best Islamic Banks in Oman 2020

2022

- World Business Outlook
Best CSR Bank 2022
Best Mobile App 2022
- MEA Finance Awards 2022
Best Innovation in Corporate Banking and Finance
- Citibank
Straight Through Processing (STP) Excellence award

- Alam Al Iktisaad
Chief Executive Officer, Abdullah Zahran Al Hinai, ranked among 'Most Powerful Omani CEOs in Oman 2022'
- The Banker Awards
Islamic Bank of the Year Award
- World Economic Magazine Award
Best Private Bank Oman 2022
Best Banking Technology Oman 2022
Best Islamic Bank Oman 2022
- Alam al-Iktisaad Wal A'mal (AIWA) Awards
'Best Performing Company' in the Large Capital category
- Most Innovative Islamic Window Award
Islamic Banking and Finance Summit
- Recognized by the Ministry of Social Development for our continuous work supporting people with disabilities in Oman

NBO is committed to community investment through its corporate social responsibility activities with an emphasis on 3 focus areas including community development, education, learning & enhancing national capabilities and health services.

NBO - Investment Banking Division

NBO's Investment Banking Division (IBD) was established with approvals from the Central Bank of Oman and Capital Market Authority (now known as FSA) in 1995. Among the local banks, NBO was the first bank to provide asset management, investment banking and brokerage services on the MSX. IBD has also introduced new instruments and solutions to the capital market, launched and continues to operate NBO GCC Fund, advised on mergers and corporate restructuring, and acts as brokers on behalf of its clients on the MSX.

The IBD has the following functions under its umbrella-

- Asset Management – International, Regional & Local
- Corporate Finance & Advisory
- Capital Market Research
- Brokerage

NBO's Asset Management Division

NBO has a professional investment team with over 9 decades of collective experience in managing assets among global, regional and local markets. Currently, NBO manages discretionary and advisory portfolios across various asset classes for:

- Pension Funds
- Government Institutions
- Quasi-Government Institutions
- Insurance Companies
- Other Corporates
- Family Offices & others

NBO's Asset Management Division follows a prudent process for investment management. The team follows a disciplined investment process that aims to achieve the set objectives for the clients. The entry and exits are based on analytical valuation with risk management through optimal diversification strategies. The performance of portfolios is monitored on a daily basis and periodic feedback is given to clients.

NBO Ownership – Key Shareholders (as on 30th June 2024)

Shareholder Name	Holding (%)
The Commercial Bank, Qatar	34.90
Suhail Salim Abdullah Al Mukhaini Bahwan	14.75

Note: After the merger of the Omani pension funds, erstwhile pension funds including Civil Services Employees' Pension Fund, Public Authority for Social Insurance, Ministry of Defence Pension Fund and others were merged into Social Protection Fund. Post-merger Social protection Fund holds directly holds 9.99 per cent of the Bank's shares as at 30 June 2024 and balance through various investment accounts.

Head Office Postal Address

National Bank of Oman SAOG
 PO Box – 751, Ruwi,
 Postal Code – 112
 Muscat, Sultanate of Oman

NBO Licences

- National Bank of Oman SAOG is registered with the Central Bank of Oman as a commercial banking entity since 1974.
- NBO holds the FSA's license for carrying out the following Investment Banking activities:
 - Brokerage
 - Custodian
 - Issue Management
 - Managing Investment Funds
 - Portfolio Management
 - Marketing non-Omani Securities
 - Investment Advice & Research
 - Investment Management

CHAPTER VIII

OTHER SERVICE PROVIDERS

Custody Services

Gulf Custody Company SAOC shall be appointed as the Custodian of the Fund pursuant to a Custodian Agreement. A copy of Custodian Agreement shall be available for inspection at the office of the Investment Manager after its appointment. All services rendered by the Custodian to the Fund shall be covered in the Custodian Agreement.

Services of the Custodian

Fund's assets will be kept with the Custodian whose principal place of business is within Oman. To facilitate transactions done outside Oman assets may be kept abroad. In such cases, the Custodian may appoint a sub-Custodian to keep the assets located outside Oman. Appointment of Sub-Custodian shall not exonerate the main Custodian of any of its obligations.

In the event the laws of any jurisdiction, other than the Sultanate of Oman, requires assets of the Fund, which are held in such foreign jurisdiction, to be registered in the name of the Custodian or Sub-Custodian or their respective nominee then the Fund shall ensure that the Custodian (or procure that the Custodian ensures that Sub-Custodian, or nominee (as the case may be) provides the Fund with an account number or other evidence derived from its records establishing that the ownership of the assets is vested with the Fund.

The Custodian or sub-Custodian shall exercise due diligence in keeping the assets of the Fund and shall protect the interests of the Fund in every act, and they shall be liable for any loss to the Fund's assets resulting from any omission or wrongful act by them or their respective employees, directors or managers.

Written consent of the Management Body shall be obtained for all contracts concluded with the sub-custodian and such contracts shall provide adequate protection for the assets of the Fund on terms and conditions consistent with the contract with the main Custodian.

All contracts concluded with the main Custodian or Sub-Custodian shall at least cover:

1. Requirements that enable the Fund to exercise all the rights pertaining to the assets kept with the Sub-Custodian;
2. Requirements pertaining to the location where the Fund's assets are kept;
3. Method of holding the assets;
4. Care and liability for loss;
5. Review and compliance reports;
6. Fees, method of payment and timing of payment.

No contract concluded with the main Custodian or sub-Custodian shall provide for creation of any encumbrance on the assets of the Fund, except for claims of payment of fees and charges to the Custodian or the sub-Custodian for acting in such capacities. The contracts shall not contain any provision that would require the payment of fees or expenses to the Custodian or sub-Custodian in the form of transfer of ownership of assets belonging to the Fund. The Management Body and Investment Manager shall ensure that the Custodian Agreement and Sub-Custodian Agreement, if any, shall cover these requirements.

Fund Administration Services

Gulf Custody Company SAOC shall be appointed as the Administrator of the Fund pursuant to the terms of the Fund Administration Services Agreement and is licensed to carry out such function. A copy of Fund Administration Services Agreement signed between the Administrator and the Fund shall be available for inspection at the office of the Investment Manager/ Administrator after its appointment.

Services of Administrator

Under the supervision of the Management Body, the Administrator will be responsible for providing certain fund administration services to the Fund in accordance with the provisions of the Fund Administration Services Agreement. These include the calculation of the Net Asset Value of the Fund and the Net Asset Value per Unit as well as transfer agency services in connection with the subscription and redemption of Units in the Fund.

The Services of the Administrator shall include, but not be limited to the following, as per the Fund Administration Services Agreement:

1. The Administrator shall administer the issue of Fund's Units in accordance with this Prospectus and instructions of the Management Body;
2. The Administrator shall be responsible for maintaining the accounts of the Fund and all financial records as required by law. The Administrator shall prepare quarterly and annual accounts of the Fund, including the Fund's income and expenses and accruals, in accordance with the accounting policies set out in this Prospectus;
3. The Administrator shall determine the NAV of the Fund and NAV per Unit, the Net Realized Value (NRV) and the issue price and redemption price of units as per the Prospectus. Also, it will make such details of the NAV available to the Management Body, the Investment Manager and the FSA;
4. The Administrator shall calculate all fees payable by the Fund and calculate the Fund's returns as required by the rules and regulations of the MSX and the FSA;
5. The Administrator shall calculate and distribute dividends to Unitholders;
6. The Administrator shall process the issue and redemption of units;
7. The Administrator shall supervise the orderly liquidation or dissolution of the Fund;
8. The Administrator shall carry out the corporate governance of the Fund;
9. The Administrator shall carry out daily process of the back-office including settlement of daily trading and bank settlements; and
10. The Administrator shall provide or procure the provision of all general administrative services required in connection with the business and operation of the Fund consistent with the Fund Administration Services Agreement and its associated service level memorandum in addition to keeping safe custody of all documents held by it in performance of its duties hereunder or otherwise in relation to the Fund.

[In calculating the NAV of the Fund and each Unit, the Administrator shall use prices ascribed to the Fund's underlying assets that the Administrator has, in its capacity as the Fund's administrator, collected or received from (a) an independent financial market data provider available to and used by the Administrator in its capacity as a fund administrator or (b) the Fund, the Management Body, the Investment Manager or other agents/parties appointed or nominated by the Fund ((a) and (b) together the "Pricing Sources"). The Administrator shall not be liable to the Fund, any Unitholder or any other person in respect of any loss suffered from the use of, or reliance by, the Administrator on information provided by Pricing Sources in its calculations. Where a price for an underlying asset is available from more than one Pricing Source,

the Administrator may, if so directed by the Fund, compare the various prices it has collected or received with respect to the same underlying asset (a "Price Comparison") and if directed or requested by the Fund, report such Price Comparison to the Fund. With the exception of performing and reporting Price Comparisons, the Administrator is not responsible or liable for: (a) verifying any price ascribed by the Pricing Sources to any of the Fund's underlying assets, including any illiquid and/or hard-to-value assets; or (b) the accuracy, correctness, completeness, reliability or current state of any price ascribed by a Pricing Source to any of the Fund's underlying assets.

The Administrator's obligations and liabilities are only to the Fund and only as provided in the Fund Administration Services Agreement. Save as required by law, the Administrator has no regulatory or fiduciary responsibility to either the Fund or the Unitholders. The Administrator does not provide any investment management or advisory services to the Fund and, therefore, is not in any way responsible for the Fund's performance, the repayment of capital to the Fund's Unitholders, the monitoring of the Fund's investments or the Fund's compliance with its investment objectives or restrictions, borrowing restrictions or operating guidelines. The Administrator will not participate in transactions or activities or make any payments denominated in United States dollars, which, if carried out by a US Person, would be subject to sanctions of the Office of Foreign Assets Control. The Administrator was not involved in preparing, and accepts no responsibility for any information contained in, this Offering Document.]

Distributors

The Fund may appoint more distributors pursuant to distribution agreements in future for the purpose of marketing and distribution of the Fund. The fee payable to the distributor shall be limited to the subscription fee for subsequent subscriptions (following the Initial Subscription Period) and will be charged to the relevant Unitholder. Any such distributor will be only be appointed after obtaining the approval of the relevant distribution agreement from the Management Body.

External Auditor

An external auditor shall be appointed for the Fund's financial audit on an annual basis. Moore Stephens LLC has been appointed as the external auditors for the first financial year of the Fund.

Legal Adviser

Al Busaidy, Mansoor Jamal & Co has been appointed as legal advisor for initial launch of the Fund and may subsequently be retained for provision of annual services.

CHAPTER IX

SUBSCRIPTION CONDITIONS AND PROCEDURES

Subscription Eligibility and remedies of the Fund in the case of breach of subscription requirements

Investment in the Units is open to Omani and non-Omani institutions/individuals (other than US Persons) provided that they meet the eligibility requirements specified in the subscription application.

The Fund is not open to investment from Sanctioned Persons or persons (including persons owned or controlled by such persons) located or headquartered in jurisdictions that are subject to Embargoes.

The Fund, the Investment Manager and their affiliates seek to comply with all applicable anti-money laundering, economic sanctions, anti-bribery and anti-boycott laws and regulations applicable to them and in the jurisdictions in which they conduct business, other applicable laws and regulations relating to the prevention of money laundering and other similar applicable laws and regulations (collectively, the “Anti-Corruption and Anti-Terrorism Laws”) as may be amended from time to time.

As such, by submitting a subscription application each Subscriber represents and warrants that they and all of their beneficial owners are not: (i) in breach of the Anti-Corruption and Anti-Terrorism Laws, (ii) US Persons, (iii) Sanctioned Persons or otherwise listed on any economic sanctions list or (iv) persons (including persons owned or controlled by such persons) located or headquartered in jurisdictions subject to Embargoes. The Fund has the right at any time to procure information from the Subscriber to verify the accuracy of these representations and warranties and the Subscriber is required to provide any such requested information promptly upon receipt of any such request.

Should the representations and warranties of the Subscriber given under the previous paragraph of this Prospectus be false or misleading, the Fund shall have the right to freeze the account of the Subscriber and a right to compulsorily redeem, at its sole and absolute discretion and at any time, the relevant Subscriber's Units at the prevailing NAV less the costs and liabilities caused to the Fund as a result of the Subscriber's breach of such representations and warranties.

The Fund shall comply with all requirements of Oman law relating to the prevention of money laundering, anti-bribery, anti-terrorism, trade embargoes and economic sanctions, now or hereafter in effect.

Initial Subscription Application

Minimum Size for Fund's Establishment

The Fund will be established with a minimum initial size of OMR 2,000,000 on a cumulative basis for all units. In the event that subscription received during the Initial Subscription Period, is less than OMR 2,000,000 on a cumulative basis for units, then all application money received during the Initial Subscription Period, shall be refunded to the respective applicants.

Initial Subscription Forms

Potential investors may obtain Initial Subscription Forms and a copy of this Prospectus from the main office(s) of the Collecting Bank or from the office of the Issue Manager.

Initial Subscription Price

Issue Price will be OMR 1.000 per Unit during the Initial Subscription Period.

Minimum Subscription for Initial Issue

The minimum Initial Subscription shall be 500 Units per Subscriber and in multiples of 100 Units.

Maximum Subscription for Initial Issue

There is no maximum limit on subscription.

Initial Subscription Period

The Initial Subscription Period shall be from 16th December 2024 to 30th December 2024 during Business Hours.

Mode of subscription during the Initial Subscription Period

- (i) Subscribers shall be required to fill in a complete Initial Subscription Form and furnish all their particulars as required in the Form, including the "Civil Status Number" and "date of birth", copy of the "Birth Certificate" in case of minor children, and "Commercial Registration Number" in case of companies, etc.
- (ii) A Subscriber shall have the responsibility of submitting all particulars, ensuring correctness and validity of information provided for in the Initial Subscription Form.
- (iii) Before filling in the Initial Subscription Form, the Subscriber is required, to examine the Prospectus and read the conditions and procedures governing subscription for Units with due attention.
- (iv) Subscribers shall submit duly filled-in Initial Subscription Forms to a Collecting Bank along with payment in the form of cheque/demand draft/bank transfer/account debit, towards the Units as specified in this Prospectus and ensuring that the documents in support of the information furnished referred to above are enclosed.
- (v) In case of payment of the value for the subscription made through cheque/demand draft, the same shall be submitted in favour of "NBO Money Market Fund".

Subscription during the Initial Subscription Period on Behalf of minor children

- Any person of age less than 18 years as of the first day of the Initial Subscription Period will be considered a minor.
- A father may subscribe on behalf of his minor children.
- If an Initial Subscription Form is submitted on behalf of a minor by any person other than the minor's father, the person submitting the Initial Subscription Form will be required to attach a legally valid power of attorney authorizing him or her to deal in the funds of the minor through sale, purchase and investment.

Bank Account and Documentation Details

- Along with the duly completed Initial Subscription Form, the Subscriber is required to submit a document confirming the correctness of the bank account number as provided for in the Initial Subscription Form except for any subscription through a bank other than the one with whom the Subscriber has his account.
- In case the Subscriber is applying for subscription through a Collecting Bank in which he does not hold an account, he can subscribe by submitting any document from his bank evidencing his account number

and name such as the upper portion of the bank account statement issued by the bank containing these particulars only or a letter or any document issued by the said bank containing the said information. The Subscriber shall ensure that the evidence submitted is clearly readable, contains account number and full name of the account holder.

- An application for subscription, which contains the bank account number of a person other than the Subscriber shall be rejected, with the exception of the applications made on behalf of minor children that contain bank accounts particulars of their father.
- Copy of a valid power of attorney duly endorsed by the competent legal authorities in the event the subscription is on behalf of another person (with the exception of the subscription made on behalf of minor children).
- In case of applications by juristic persons (non-individuals), which are signed by a person in his/her capacity as an authorized signatory, a copy of adequate and valid documentation should be attached.
- Following is the check list for documentation requirement for Unitholders, together with any other documents that may be deemed necessary by the Collecting Bank or the Administrator or may be requested by the authorities concerned.

Applicant	Documents Required
Omani Male & Female – 18 years and above	<ol style="list-style-type: none"> 1. Copy of identity card/passport 2. Proof of Bank Account 3. Proof of residential address
Non-Omani Nationals	<ol style="list-style-type: none"> 1. Passport copy 2. Resident Card copy 3. Proof of Bank Account 4. Proof of residential address
Minor below 18 years, Both Omani and Non-Omani Nationals	<ol style="list-style-type: none"> 1. Copy of birth certificate of the minor/passport 2. Father's Identity Card or Passport Copy (where he is applying on behalf of the minor). 3. Proof of Bank Account 4. For non-Omani nationals: resident card copy 5. Proof of residential address
Companies and Enterprises	<ol style="list-style-type: none"> 1. Commercial registration copy or its equivalent for overseas registered companies 2. List of authorized signatories as registered with the Ministry of Commerce & Industry (MOCI). 3. ID copies of the signatories to the application 4. Proof of Bank Account 5. Ultimate Beneficial Owner details and other details as may be required
Authorities and Pension Funds	<ol style="list-style-type: none"> 1. Copy of constitutive decree or decision 2. List of authorized signatories 3. ID copy of the signatory to the application 4. Proof of Bank Account

Investor Identification and Anti-Money Laundering

The Investment Manager, the Issue Manager, the Collecting Bank, and the Administrator reserve the absolute right to require further verification of the identity of each potential Unitholder or that of the person or entity on whose behalf the potential Unitholder is applying for Units. Each potential Unitholder will provide evidence in a form and substance satisfactory to the Investment Manager, the Issue Manager, the Collecting Bank and the Administrator of its identity and, if so required, the source of its funds within a reasonable time period as determined by the Investment Manager, the Issue Manager, the Collecting Bank and the Administrator. Pending the provision of such evidence, an application for Units will be postponed. If a potential Unitholder fails to provide satisfactory evidence within the time specified, or if a potential Unitholder provides evidence but the Investment Manager, the Issue Manager, the Collecting Bank or the Administrator are not satisfied therewith, the subscription application may be rejected immediately, in which event any money received by way of application will be returned to the applicant by bank transfer to the account from which the monies originated, without any addition thereto and at the risk and expense of the applicant.

The Investment Manager, the Issue Manager, the Collecting Bank and the Administrator reserve the right to request such information as is necessary to verify the identity of a prospective Unitholder. In the event of delay or failure by the applicant to produce any information required for verification purposes, the Investment Manager, the Issue Manager, the Collecting Bank and the Administrator will refuse to accept the application from such potential Unitholder and the subscription monies relating thereto.

If any person who is a resident of Oman has a suspicion that a payment made in relation to the Fund (by way of offer or otherwise) contains the proceeds of criminal conduct, that person is required to report such suspicion pursuant to the Anti Money Laundering/Combating the Financing of Terrorism Law promulgated by Royal Decree 30/2016, and the regulations issued by the competent authorities.

Unitholders will also be expected to comply with the anti-money laundering regulations of their respective jurisdictions to the extent that they are applicable to their investment in the Units.

Collecting Bank

Subscribers shall submit duly filled in Initial Subscription Forms for initial subscription to the Collecting Bank during their official working hours in the Initial Subscription Period. The Bank shall have the right not to accept an Initial Subscription Form that reaches the Collecting Bank after Business Hours on the Closing Date.

Collecting Bank receiving Initial Subscription Forms shall be required to accept the Subscription Forms after confirmation of compliance with the procedure and subject matter, in line with the requirements as provided for in this Prospectus. Hence, the relevant Collecting Bank shall instruct Subscribers to comply and fulfill any requirement that may appear in the Initial Subscription Form.

Rejection of the applications for subscription

The Collecting Bank receiving the initial subscription shall not accept Initial Subscription Forms under the following circumstances:

- (i) if the Initial Subscription Form does not bear the signature of the Subscriber;
- (ii) in case of failure of payment of the full value of the Units subscribed;
- (iii) if the value of the Units subscribed for is paid through cheque and if the same is dishonoured for whatever be the reason;

- (iv) if the Initial Subscription Form is submitted under joint names;
- (v) if the Subscriber has subscribed through more than one Initial Subscription Form in the same name;
- (vi) if the supporting documents referred to in this Prospectus are not enclosed with the Initial Subscription Form;
- (vii) if the Initial Subscription Form does not contain all the particulars of the bank account of the Subscriber;
- (viii) if any particulars of the bank account held by the Subscriber as provided for in the Initial Subscription Form are noted to be incorrect;
- (ix) if the particulars of the bank account provided for in the application are found to be not relevant to the Subscriber, with the exception of the applications submitted in the name of minor children, who are allowed to make use of the particulars of the bank accounts held by their father;
- (x) in case of failure to have the power of attorney attached with the application as provided for in this Prospectus in respect of the person who subscribes and signs on behalf of another person (with the exception of a father who subscribes on behalf of his minor children);
- (xi) if the application has not complied with the legal and organizational requirements as provided for in this Prospectus or applicable laws; or
- (xii) for any other reason as deemed detrimental to the best interests of the Fund.

In the event that following acceptance of an Initial Subscription Form and before delivery of the same to the Issue Manager, a Collecting Bank observes that the Initial Subscription Form does not comply with legal requirements as provided for in this Prospectus, the Collecting Bank will endeavour to contact the Subscriber so as to rectify the position. In case of failure to rectify the position within the period referred to, the Collecting Bank shall return the Initial Subscription Form to the Subscriber, together with the subscription money before expiry of the period specified for handing over of the applications to the Issue Manager.

The Collecting Bank shall submit a comprehensive report furnishing the details of the Initial Subscription Forms that are required to be rejected and reasons behind such rejection.

Allotment of Units and refund of money following the Initial Subscription Period

Following the completion of the Initial Subscription Period, the Issue Manager will arrange to allot Units within 15 (fifteen) days from the Closing Date and shall refund the subscription money to applicants whose application has been rejected. The Issue Manager will send allotment notices to the Subscribers who have been allotted Units, at the addresses as specified in their Application Forms.

The refund of subscription amounts in respect of which Units have not been allotted during the Initial Subscription Period (whether on account of rejection of the application or otherwise) by electronically transferring such amounts to the bank account numbers provided in the Subscription Forms.

Responsibilities & Obligations

The Issue Manager and the Collecting Bank receiving Initial Subscription Forms shall abide by the responsibilities and functions specified pursuant to the instructions and regulations laid down by FSA. They shall also abide by any other responsibilities that are provided for in the agreements entered into between them and the Fund.

The parties concerned shall be required to take remedial measures with regard to the damages arising from any negligence committed in the performance of the functions and responsibilities assigned to them. The Issue Manager shall coordinate with the regulatory authorities in order to take all necessary actions and procedures in this regard.

Enquiry & Complaints:

Subscribers who intend to seek clarifications or file complaints with regard to the issues related to the allotment or rejected applications may contact the branch of the Collecting Bank where the subscription was made. In case of absence of any response from the branch, the Subscriber may contact the person concerned as hereunder:

Enquiries and complaints in relation to subscription should be addressed to:

Jaffar Fuad Murtadha

National Bank of Oman SAOG

PO Box 751, PC 112, Ruwai, Muscat, Sultanate of Oman

Phone: +968 2477 8563 Fax: +968 2477 8993

Email: jaffarfuad@nbo.om

In case of initial subscriptions, if the Collecting Bank receiving the Initial Subscription Form fails to arrive at a solution or settlement with the person who has subscribed, it shall refer the subject matter to the Issue Manager, and keep the Subscriber posted of the progress and development in respect of the subject matter of the dispute. The Subscriber shall also keep in touch with the Collecting Bank that received the Initial Subscription Form only so as to know the decisions arrived at.

Expected time schedule for completion of allotment of Units following the Initial Subscription Period

		Business Days
1	Initial Subscription Date	16 December 2024
2	Subscription Closing Date	30 December 2024
3	Due date for Issue Manager to receive Initial Subscription Forms from Collecting Bank	31 December 2024
4	Notifying FSA of the result of the subscription	01 January 2025
5	Approval of FSA with regard to the proposal for the allotment of Units	02 January 2025
6	Commencement of refund and dispatch of the notices regarding allotment of Units	05 January 2025
7	Incorporation of the Fund (subject to FSA approval)	08 January 2025
8	Commencement of subsequent subscriptions to the Fund	Three months after registration of the Fund on the register of investment funds maintained by the FSA.

Subscription for Units after the Initial Subscription Period

Following the closure of the Initial Subscription Period, eligible investors may subscribe for Units in the Continuous Offer Period, which shall commence three months after registration of the Fund on the register of investment funds maintained by the FSA after the Fund has published its first NAV.

Subscribers must submit a duly completed Subscription Form to the Administrator, during Business Hours along with payment for the Units, on any Business Day along with documents in support of the subscription applications (referred to in the table on page 41).

*Office Address of the Issue Manager:

Investment Banking Division
National Bank of Oman SAOG
PO Box 751, PC 112, Ruwi, Oman
Tel: 24774499
funds@nbo.om

*Office Address of the Administrator:

Gulf Custody Company SAOC
PO Box 1110, P.C. 114, Muttrah Port District, Sultanate of Oman
Tel: +968 24216941, Fax: +968 24216943
gccotrade@gulfcustody.com

Allotment of Units after the Initial Subscription Period

For subscriptions for Units after the Initial Subscription Period, each prospective investor must complete and execute the Subscription Form and submit it to the Administrator and/or Investment Manager along with the applicable documentation in original or certified form (prospective investors should refer to the appendix of the Subscription Application Form for a list of the relevant due diligence documentation) and procure that subscription amounts in cleared funds are received by the Administrator no later than 10.00am (Oman local time) one (1) Business Day prior to the relevant Valuation Day. The Administrator shall issue the units on the same Valuation Day at the end of the day by applying preceding day's NAV per Unit and will send contract notes to the relevant Subscriber. Subscription Forms together with subscription funds not received by the specified time on the preceding Valuation Day will be passed over for processing on the next occurring Valuation Day.

Rejection of Applications

The Administrator may reject any Subscription Form, which does not comply with the requirements set out on page 42 (Rejection of the applications for subscription) which apply mutatis mutandis to applications for subscription of Units during the Continuous Offer Period once the Fund has reopened for continuous subscription and redemption of Units.

Refund of subscription applications received after the Initial Subscription Period

The Administrator shall effect all refunds for subscription applications received after the Initial Subscription Period within three (3) Business Days from the Valuation Day.

Clarifications and complaints

Subscribers that apply for allotment of Units during the Continuous Offer Period may contact the office of the Administrator (address as provided in this Prospectus) for clarifications or registration of complaints.

Subsequent Subscription Fee

The Subscription Price during the Subsequent Subscription Period will depend on the NAV, in addition to VAT and any other levied taxes.

Minimum and Maximum Subscription after initial Issue

The minimum subscription (exclusive of Subscription Fees and any applicable VAT and taxes) for all subsequent subscriptions during the Continuous Offer Period shall be as below:

- (i) OMR 500 per Subscriber for existing Unitholders and OMR 500 for new Subscribers after the Initial Subscription Period and in multiples of OMR 100. There shall be no maximum limit on Subscription.

CHAPTER X

REDEMPTION OF UNITS

The Fund will offer daily redemption of units. Units may be redeemed for cash on each Business Day. Investors willing to redeem should fill redemption application form. Redemption requests should be addressed to the Fund and such requests may be given in writing or by fax (if the Fund has previously received a completed indemnity with respect to faxed instructions) to the Registrar & Transfer agent. Applications received on any Business Day by 11:00 am will get the Business Day NAV, and any redemption request received after 11:00 am will get the next Business Day NAV. However, any subscriptions received by 11:00 am of any Business Day can only be redeemed after one Business Day. To be effective, the request must refer to the Fund and contain full registration details, the number of Units to be sold and the bank details for the payment of the redemption proceeds. If the Registrar & Transfer agent determines that its requirements for redemption have not been satisfied, the Registrar & Transfer agent shall notify the investor who has given the redemption order, by the end of the Business Day following the receipt of the redemption order, that its requirements have not been satisfied and further specify the procedures that would have to be completed or the documents which are needed to be submitted by the Investor.

Limits on Redemption

There are no limits to redemption.

Redemption fee and settlement

There are no redemption fees.

Suspension of Redemption Rights

As per the Executive Regulations, the Fund may not suspend the right of the investor to redeem the value of his Units except:

1. For any period during which trading is suspended or restricted on securities or deposits representing at least 51% of the total assets of the Fund.
2. During periods when the calculation of NAV of the Fund has been suspended.
3. In accordance with any limits or provisions clearly stated in the Articles of Association of the Fund, which include for any period:
 - a. when as a result of political, economic, military, legal, regulatory or monetary events or any other circumstances outside the control, responsibility and power of the Investment Manager, the Redemption of Units or any disposal or valuation of the assets of the Fund is not, in the opinion of the Investment Manager, reasonably practicable without it being detrimental to the interests of Unitholders in general or if, in the opinion of the Investment Manager, the price for Redemption cannot fairly be calculated or such disposal would be prejudicial to the Unitholders;
 - b. during which any breakdown occurs in the means of communication normally employed in determining the value of the assets of the Fund or when for any other reason the value of any of the investments or other assets cannot reasonably or fairly be ascertained;

- c. during which breakdown occurs in the normal functioning of the Administrator in calculating the NAV;
 - d. during which market conditions are considered to be abnormal as a result of which the Administrator opines that it is not practical to calculate the NAV;
 - e. when payments due or Redemption cannot, in the opinion of the Investment Manager, be effected at normal prices or normal rates of exchange; or
 - f. following service of a notice of a meeting of the Unitholders at which a resolution is to be proposed to wind up the Fund or a resolution has been passed for the winding-up of the Fund.
4. In exceptional circumstances approved by FSA.

If the Fund suspends Redemptions it shall, within the next Business Day after the date of suspension, send a notice to FSA and shall disclose the same on the MSX website to Unitholders.

The Manager or Administrator will not be liable for any costs incurred by an investor as a result of the suspension of redemptions set out above.

Compulsory Redemption by the Fund

Should (i) the representations and warranties of the Unitholder given by the Unitholder as a condition to subscription under this Prospectus be false or misleading, (ii) the Unitholder become a US Person, or (iii) the Unitholder be or become a Sanctioned Person or be or become located or headquartered in a jurisdiction which is or becomes subject to Embargoes, then the Fund shall have the right to freeze the account of any such Unitholder and a right to compulsorily redeem, at its sole and absolute discretion and at any time, the relevant Unitholder's Units at the prevailing NAV less the costs and liabilities caused to the Fund as a result of the Subscriber's breach of such representations and warranties.

Dissolution and Liquidation of the Fund

The Management Body shall recommend the dissolution and liquidation of the Fund to (an extraordinary) General Meeting for any reason including:

- (i) Expiration of the term of the Fund;
- (ii) Accomplishment of the objective for which the Fund was established pursuant to the Articles of Association and this Prospectus.
- (iii) Reduction of the NAV of the Fund to less than OMR 500,000.
- (iv) Fund ceasing to carry on business without a legitimate reason.
- (v) Reduction in the NAV to the extent that expenses incurred by the investors are unreasonably high.
- (vi) On recommendation by the Investment Manager.
- (vii) On request by FSA.

The General Meeting shall issue the resolution to dissolve and liquidate the Fund including appointment of liquidator, setting its fees and the liquidation process. The powers of the Fund's management and service providers shall end immediately on appointment of the liquidator.

The proceeds of the liquidation shall be used to discharge the due and payable obligations of the Fund, after payment of dissolution and liquidation expenses. The balance shall be distributed to Unitholders on pro rata basis according to their Unit holdings.

CHAPTER XI

NET ASSET VALUE

The calculation of NAV is the responsibility of the Administrator and is to be effected at the close of each Valuation Day. The valuation of the Units will be carried out on each Valuation Day.

NAV will be calculated by the Administrator as the value of the assets attributable to the Fund (including accrued income) less the attributed liabilities (including accrued charges (other than subscription and exit fees) and expenses and provisions for contingent liabilities, if any, where appropriate) and each purchase, issue, sale or redemption of Units shall be reflected in the first calculation of NAV following any such transaction. The manner of calculation of NAV and how it is stated must be similar to the manner it is calculated and stated in the financial statements.

The NAV per Unit will be calculated by dividing the NAV of the Fund by the total number of Units outstanding on the relevant Valuation Day. NAV per Unit will be published, as per the guidelines of FSA.

If the NRV of the Units is less than the NAV that is calculated on the basis of the redemption value, the NAV must not be discounted by more than 10%: this does not apply in the case of redemption at the liquidation of the Fund.

All investments shall be valued as per IFRS. The NAV per Unit will be calculated by dividing the NAV of the Fund by the total number of Units outstanding on the relevant Business Day.

The Articles of Association shall include the way the Fund evaluates listed securities or non-listed or other non-traded assets that are not traded during the twenty Business Days prior to the Valuation Day. It shall also determine the way illiquid securities are evaluated in the net asset value and net realizable value calculations.

The Articles provide for the method of valuation of the assets and liabilities of the Fund. The Articles provide that the value of any investment listed or dealt in on a regulated market shall be calculated by reference to the last traded price. Where an investment is listed or dealt in on more than one regulated market the relevant exchange or market shall be the principal stock exchange or market on which the investment is listed or dealt on or the exchange or market which the Investment Manager determines provides the fairest criteria in determining a value for the relevant investment.

Investments listed or traded on a regulated market, but acquired or traded at a premium or at a discount outside or off the relevant exchange or market may be valued taking into account the level of premium or discount at the valuation point provided that the Investment Manager must ensure that the adoption of such a procedure is justifiable in the context of establishing the probable realisation value of the investment.

The Articles provide that where quoted prices are for some reason unavailable or do not, in the opinion of the Investment Manager, represent fair market value and in the case of investments which are not listed or dealt in on a market, the value of such investments shall be the probable realisation value estimated with care and in good faith by the Investment Manager or by another competent person appointed by the Investment Manager. In ascertaining such value, the Investment Manager is entitled to accept an estimated valuation from a market-maker or other person qualified in the opinion of the Investment Manager to value the relevant investments. Where reliable market quotations are not available the value of such securities may be determined using matrix methodology compiled by the Investment Manager whereby such securities

are valued by reference to the valuation of other securities which are comparable in rating, yield, due date and other characteristics.

For the purposes of ascertaining quoted, listed, traded or market dealing prices, the Fund, the Management Body, the Investment Manager, the Administrator or their agents are entitled to use and rely upon mechanized or electronic systems of pricing dissemination with regard to the pricing of assets held by the Fund and the prices provided by any such system will be deemed to be an accurate price for that asset.

Notwithstanding the foregoing, the Fund, the Management Body or the Investment Manager may, at their absolute discretion, permit such other method of pricing or valuation which, in their opinion, better reflects fair value and direct the Administrator to apply this to the calculation of the Net Asset Value of the Fund. The Management Board will have ultimate authority and responsibility to value investments/assets of the Fund and to calculate Net Asset Value in accordance with the Articles of Association.

The Administrator in consultation with the Management Body and the Investment Manager shall postpone or suspend calculation of the NAV, in the event of exceptional circumstances (such as those set out in the section above entitled "Suspension of Redemption Rights").

Limitations of Net Asset Value Information

Prospective investors in the Fund should ensure that they understand the nature of NAV information. Where, for example, the underlying assets are illiquid or speculative, NAV should be viewed in the same way as investments in private equity or venture capital strategies. The involvement of third party service providers (such as the Administrator) in the NAV calculation process should not be equated with a representation or guarantee as to realizable value. Pricing and valuation techniques are limited and may not have application to all portfolio and investment strategy types.

CHAPTER XII

UNIT OWNERSHIP AND RIGHTS

Unit Ownership

Each Unitholder shall hold an indivisible proportionate unit in the Fund, the proportion being equal to the proportion of the total number of Units in issue held by the relevant Unitholder. A Unitholder will not become a unitholder of NBO by virtue of being a Unitholder of the Fund. The assets of the Fund will be kept separate from the assets of NBO. The Unitholders will jointly own the profits and (subject to the limit on liability) the losses of the Fund.

Unitholders Rights

Each Unitholder has a right to exercise a vote at any meeting of Unitholders. Each Unit will represent one vote.

The Unitholders are entitled to the net returns realized by the Fund after deducting all liabilities, including fees, expenses and tax (if any).

All the Unitholders will enjoy equal and inherent rights, which, in accordance with Executive Regulations, are:

- (i) The right to receive dividends declared in the General Meeting;
- (ii) The right to share in the distribution of the proceeds of the Fund's assets on liquidation;
- (iii) The right to access the Fund's balance sheet, profit and loss account and Unitholder's register;
- (iv) The right to be invited to attend the General Meeting and vote in such meetings personally or by proxy;
- (v) The right to apply for annulment of any resolution made by the General Meeting or the Management Body if such resolution(s) are contrary to the law or the Articles of Association or other internal regulations of the Fund;
- (vi) The right to redeem their Units in the Fund subject to the provisions of this Prospectus;
- (vii) The right to institute legal proceedings on behalf of the Unitholders or the Fund against the Management Body or the auditors of the Fund; and
- (viii) The right to approach the Fund Management Body (provided that the move is supported by Unitholders who own at least 5% (five percent) of the Units), to cancel any resolution passed by the Fund Management Body or at the general meeting, as the case may be, if such resolution in their opinion is detrimental to the Fund or Unitholders. The request shall be referred to issuing entity to decide on it.

Limit on Liability

Liability of the Unitholders for commitments of the Fund is limited only to the extent of contributions to the capital of the Fund. No Unitholder will be obligated to make any payment in excess of its commitment for any liability or for the discharge of the obligations of the Fund. Once the subscription price has been paid in full, a Unitholder will have no further financial liability to any party in respect of his holding of Units or the liabilities of the Fund.

Dividends and Distributions

The Investment Manager has the discretion to distribute dividends or reinvest the equivalent amount thereof.

Dividends, in respect of any financial period may be paid to Unitholders out of the following:

- (i) Dividends received by the Fund;
- (ii) Interest received by the Fund;
- (iii) Realized and unrealized profits derived from the purchase and sale of securities.

In addition, the Management Body of the Fund may decide to distribute by way of dividends or other distributions to Unitholders of the Fund or reinvest in the Fund any dividends, proceeds and returns from investments or other balances available to the Fund as deemed appropriate by the Management Body after considering the recommendations of the Investment Manager.

Dividend and distribution announcements will be published in two daily newspapers in Oman, one in English and one in Arabic. Unitholders may elect in writing to receive dividends by cheque or through payment by electronic bank transfer, net of bank charges. Payment will be made in the currency of the respective unit class that the investor has chosen at the time of subscription. If requested, payment may be made in any other major currency freely convertible into Rial Omani at the prevailing rate of exchange and subject to any applicable charges.

Transfer of Units

Units will be transferable in accordance with the provisions of Article 233 of the Executive Regulations. Ownership of the Units shall transfer on registration in the register. Transfer of Units can be effected by the Administrator only. The transfer of ownership shall be registered free of charge within three days from the date of receipt of the necessary documents. Units in respect of which a Redemption request has been received by the Administrator will not be transferable unless the Redemption request is revoked with the consent of the Fund. Transfers of Units may only be made to persons (natural or juristic) that would be eligible to subscribe directly for the Units under the terms of this Prospectus.

General Meetings

The General Meeting is the supreme authority of the Fund and shall comprise all Unitholders and shall be held in accordance with the Articles of Association.

The OGM shall be held:

- (i) to elect the members of the Management Body; or
- (ii) for any other purpose as deemed fit by the Management Body or Investment Manager.

EGMs

The EGM may be held if the Fund's interest so requires or in accordance with the law or regulation or on request by one or more investors who hold 10% or more of the Fund's capital. However, the EGM shall be convened to consider the following:

- (i) Amendment to the Articles of Association;
- (ii) Change of main investment objectives of the Fund;
- (iii) Change in the frequency of calculation of NAV or NRV;

- (iv) Reducing the frequency or limits on Redemption;
- (v) Change of the Funds status such as a merger, spinoff or conversion of the Fund; or otherwise, and
- (vi) Dissolution and liquidation of the Fund.

Where the Management Body fails to convene the General Meeting the Investment Manager shall convene it.

Notice to attend the General Meeting shall not be valid unless it also includes the agenda. Notice to attend the General Meeting shall be published, after approval by FSA, in at least two daily newspapers for two consecutive days. The notice shall be sent to the Unitholders by ordinary post or delivered by hand to their respective representatives after recording their signature, at least two weeks prior to the date of the meeting together with authorization form, agenda, memos and documents to be discussed at the meeting.

The Management Body shall establish the agenda of the General Meeting or it may be established by Investment Manager if the meeting is convened by the Investment Manager. The agenda shall also include proposals by any investor who holds at least 5% of the capital, at least two weeks prior to the date of sending the notice to the Unitholders to attend the meeting. The General Meeting shall not consider any issues that are not included in the agenda.

As per Article 256 of the Executive Regulations, Unitholders and proxies who hold all the Units of the Fund may hold a General Meeting without regard to the rules stipulated for such meeting. The meeting may adopt any resolutions within the authority of the General Meeting.

The General Meeting shall be valid if attended by investors or proxies representing at least 50% of the Units in case of an OGM and at least 60% for EGMs. Where the required quorum is not present, a second General Meeting shall be called within one month from the date of the first meeting. The notice shall be published in the daily newspapers at least one week prior to the date of the meeting. The second OGM shall be valid regardless of the percentage of attendance. The second EGM shall require attendance by Unitholders holding at least 50% of the Units.

Resolutions of the ordinary general meeting and extraordinary general meetings shall be adopted by absolute majority.

The General Meeting shall be chaired by the Chairman of the Management Body or by the Vice Chairman, and by the Investment Manager if the Chairman and Vice Chairman are absent and the Investment Manager has called the General Meeting. The General Meeting shall appoint a secretary to record the minutes including deliberations, resolutions and votes. Every investor shall have the right to access the minutes.

FSA may send an observer to attend all general meetings, supervise its procedures and ensure that resolutions are adopted in accordance with the law. The minutes signed by the secretary and approved by the chairman of the meeting, auditor and the legal advisor, shall be filed with FSA within fifteen days from the date of the meeting.

CHAPTER XIII

FEES & CHARGES

Issue Expenses

a. The Initial Subscription Period

No expenses will be charged to the Fund during the Initial Subscription Period and all expenses shall be borne by the Investment Manager.

b. Accumulation of Fees/Expenses

As the Fund may invest in other funds, the Fund may incur a duplication of fees and commissions (such as, but not limited to, management fees including performance fees, custody and transaction fees, subscription and redemption fees, administration fees and other service providers' fees). To the extent these funds are permitted to invest in turn in other funds, the Fund may incur a third layer of the fees mentioned below (and potentially other fees).

c. Other Fees & Charges

Management Fees: The Investment Manager is entitled to management fees of 0.50% per annum of the Net Asset Value of the Fund plus any applicable VAT and other taxes. The management fee will be calculated based on the daily NAV of the Fund and paid monthly in arrears.

Custody and Administration Fees: The Fund pays the Administrator and the Custodian fees for its services as agreed from time to time by the Fund and the Administrator and the Custodian. The Administrator and the Custodian are entitled to be reimbursed by the Fund for all reasonable out-of-pocket expenses.

The Fund will pay to the Administrator, R&T Agent and Custodian the fees and charges set out in the agreements entered into between the Fund and the Administrator, R&T Agent and Custodian, respectively. The total annual fees payable collectively to the Administrator, R&T Agent and Custodian will not exceed 0.12% per annum of the Net Asset Value of the Fund. Fees payable to the Administrator, R&T Agent and Custodian will be calculated and paid monthly based on the daily Net Asset Value of the Fund.

Other Fees/expenses: Any other expenses directly related to the Fund, which includes, but may not be limited to:-

- a. Brokerage commission on purchase and sale of securities or any other investments;
- b. Printing, publishing and distribution expenses of NAV, accounts, General Meetings, and other notices/materials as required by regulation;
- c. Losses/expenses incurred as a result of daily management of the Fund; and
- d. Taxes, duties or any other government levy, as and when applicable, if any.

CHAPTER XIV

MORE ABOUT THE FUND

Taxation

As per the Income Tax Law No. 28 of 2009 (as amended), income accruing to investment funds set up in Oman under the Securities Law and Executive Regulations shall be exempted from tax in Oman. However, the income earned by the Fund may be subject to foreign taxation to the extent income is derived from other jurisdictions.

Investors may also be subject to taxation on income or gains from the Units in their own jurisdiction. The investors shall confirm, through their financial advisors, of the cases where taxes are imposed in accordance with the laws and jurisdictions that they are subject to due to owning or selling the investment units. Note that taxes and other legal issues shall not be considered legal or tax consultancy for the holders of the units of the Fund. Prospective investors should consult their own legal counsel regarding tax laws and regulations. The tax and other matters described in this Prospectus are subject to change from time to time and do not constitute, and should not be construed as, legal or tax advice to the prospective Unitholders. Investors urged to read the paragraphs entitled “Foreign Account Tax Compliance Act”, “Section 871(m)”, “Taxation on Investments” and “Taxation Risk” in Chapter IV entitled “Risk Factors”.

Fund Accounts & Accounting Policy

The financial statement of the Fund shall be prepared as per IFRS and as required by Omani law.

- The Fund shall have a financial liability independent from the Investment Manager and the Management Body.
- An independent and separate bank account for the Fund shall be maintained by the Custodian in Oman and where necessary outside Oman, for making withdrawals and deposits on behalf of the Fund.
- The Fund shall be treated, in respect of all sales and purchases and other transactions, as an independent entity and shall be credited in case of sales and debited in case of purchases. All costs related to the Fund shall be directly paid from the assets of the Funds.
- Accounting records for the Fund shall be maintained independently from the records of the Investment Manager and shall be audited by independent auditors approved or nominated by the Management Body.
- The Management Body has the power to remove or change the auditors of the Fund during the life of the Fund. The appointment of auditors will be notified to the FSA.
- The Fund’s financial year will be from 1 January to 31 December in each year. However, the first financial year of the Fund will start from the end of the Initial Subscription Period of the Fund and will end on 31 December of the next year.

Revenues of the Fund

Revenues of the Fund may consist of:

- (i) Gains earned as a result of investing in securities;
- (ii) Income received from assets of the Fund;

- (iii) Interest credited to the accounts of the Fund; and
- (iv) Any other revenue, directly linked to the Fund and resulting from the investment of the assets of the Fund.

Expenses of the Fund

The expenses of the Fund shall include:

- (i) The initial set up cost of the Fund as described in Chapter III of the Prospectus;
- (ii) The cost of holding any meeting of Unitholders;
- (iii) Fees paid to the Management Body;
- (iv) Fees paid to the Investment Manager;
- (v) Fees paid to the Custodian and sub-custodians if any;
- (vi) Fees paid to Administrator;
- (vii) The fees paid to FSA and any other licensing and listing fees or similar charges and expenses;
- (viii) Expenses in respect of accounting records and auditing fees;
- (ix) Brokerage commission and banking fees paid in connection with the sale and purchase of securities held on behalf of the Fund;
- (x) Any technical, legal or consultancy fees relating to the acquisition, maintenance and disposal of assets of the Fund;
- (xi) All liabilities of the Fund in relation to taxation, whether due on the assets or income of the Fund;
- (xii) Any expenditure related to the exercise of rights and duties in respect of the assets of the Fund;
- (xiii) The cost of preparing, printing, publishing and distributing public notices, annual and interim reports, valuations, accounts and price lists and such other reports or documents as may be allowed or required under the applicable laws or regulations of Oman and any other communications to Unitholders;
- (xiv) Costs of printing any certificates or proxies;
- (xv) Any losses incurred as a result of dealing in securities held on behalf of the Fund;
- (xvi) The cost of maintaining accounts;
- (xvii) The cost of preparing and filing all official documents concerning the Fund, including registration statements and offering circulars with all authorities having jurisdiction over the Fund or the offering of Units; and
- (xviii) Legal fees and any other expenditure directly related to the Fund.

Financial Reports and statements

The Investment Manager along with the Administrator will prepare unaudited quarterly financial statements for the first, second and third quarter of each Financial Year. It will also prepare a full year financial statement within two months from the end of the Financial Year comprising the audited balance sheet, profit and loss account, and statement of changes in Units, cash flow statement and report of the Management Body. These statements will be disclosed to the public and Unitholders in a manner that is fair, timely, transparent and not misleading.

The un-audited quarterly financial statements will be forwarded to the Information Centre of the MSX within 30 days from the end of each quarter, or any other legal period prescribed by the disclosure rules and conditions issued by the FSA, through the private electronic transmission system of the MSX. The statements shall be published in two daily newspapers in Oman, One in Arabic and one in English.

CHAPTER XV

VERIFICATION

First: NBO Money Market Fund

The Members of the Management Body of the Fund jointly and severally hereby confirm that:

- all reasonable efforts have been made in order to ensure that the information furnished in this Prospectus is complete, correct and accurate, and to avoid omission of any material facts or information that would make the contents of this Prospectus misleading.
- All the provisions set out in the Articles of Association of the Fund, the Securities Law, the Capital Market Law Executive Regulations, the CCL, and the rules and regulations issued pursuant to them have been complied with.

On behalf of the Fund Management Body

Signed by:

The Fund

Second: Legal Adviser:

The legal adviser whose name is indicated below confirms that all actions taken on the offering of the Units is in accordance with the provisions of the laws and legislation related to the activities of the Fund and the Securities law and Executive Regulations and instructions issued by virtue of which and the requirements and the conditions for issuing units and form prospectus applicable to Capital Market Authority.

Signed by:

[•]

Third: Issue Manager

In accordance with the responsibilities assigned to us pursuant to the provisions laid down in Article 13 of the Securities Law and Executive Regulations and instructions issued by FSA, we have reviewed all the relevant documents and other material required for the preparation of this Prospectus and offer NBO Money Market Fund Units through a public offering.

Issue Manager shall bear the responsibility with regards to corrections of the information provided for in the Prospectus, and they have confirmed not to have omitted any fundamental information there from, omission of which would make the Prospectus misleading.

The Issue Manager hereby confirms as hereunder:-

1. We have taken necessary and reasonable care in ensuring that the information furnished to us by the issuing party and that contained in the Prospectus is consistent with the facts available in the documents and material pertaining to the issue.
2. On the basis of our perusal and information made available to us by the Fund, it is hereby confirmed that the Fund has neither concealed any fundamental information nor omitted any important information, omissions of which would have made the Prospectus misleading.
3. The Prospectus and the information contained therein is consistent with all the rules and conditions governing transparency as provided for in the Executive Regulations along with its amendments thereof, the regulations of FSA along with its amendments thereof and applicable specimen prospectus available with FSA.
4. The data and information presented in the Arabic Prospectus are correct, reasonable and adequate as per our perusal to assist the investor in taking an appropriate decision whether or not to invest in the Units issued for the Subscription in accordance with the rules and conditions governing the transparency.

On Behalf of the Issue Manager

Signed by: