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d'argument de publicité

Luxembourg, le 28/07/2009

Commission de Surveillance du Secteur Financier



VAM FUNDS (LUX)

**Société d'investissement à capital variable incorporated in
Luxembourg**

PROSPECTUS

July 2009

No person is authorised to give any information other than that contained in the Prospectus and in documents referred to herein. The original English text of this Prospectus is the legal and binding version.

VAM FUNDS (LUX)

NOTE TO THE READERS

The main part of the Prospectus describes the nature of VAM Funds (Lux) (the "Fund"), presents its general terms and conditions and sets out its management and investment parameters which apply to the Fund as well as to the different Compartments that compose the Fund.

The investment policy of each Compartment, as well as its specific features, is described in the Appendix attached to this Prospectus.

The Appendix is an integral part of this Prospectus; it will be updated upon the creation of each new Compartment.

For further information, please refer to the Table of Contents on page 3 of this Prospectus.

VAM FUNDS (LUX)

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VAM FUNDS (LUX)

MANAGEMENT AND ADMINISTRATION

Registered Office: 26, avenue de la Liberté, L-1930 Luxembourg

Board of Directors:

Chairman:

Mr. Peter John de Putron
Chairman
VAM Advisory S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Directors:

Mr. Hans Gerner
Financial Consultant
VPB Finance S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Mr. Yves de Vos
Managing Director
VP Bank (Luxembourg) S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Mr. Romain Moebus
Managing Director
VPB Finance S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Mr. Michael Hunt
Director
VAM Advisory S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Mr. Benoni Dufour
Civil Engineer
6, Grand-Rue, L-3394 Roeser

Delegates of the Board of Directors:

Mr. Hans Gerner
Financial Consultant
VPB Finance S.A.
26, avenue de la Liberté, L-1930 Luxembourg

Mr. Benoni Dufour
Civil Engineer
6, Grand-Rue
L-3394 Roeser

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Advisory Company:	VAM Advisory S.A. 26, avenue de la Liberté, L-1930 Luxembourg
Custodian:	VP Bank (Luxembourg) S.A. 26, avenue de la Liberté, L-1930 Luxembourg
Central Administration:	VPB Finance S.A. 26, avenue de la Liberté, L-1930 Luxembourg
Investment Manager:	Driehaus Capital Management LLC 25 East Erie Street Chicago, Illinois 60611 USA Enhanced Investment Products Limited 2601, 8 Wyndham Street, Central, Hong Kong
Auditor of the Fund:	Ernst & Young 7, Parc d'Activité Syrdall L-5365 Munsbach
Legal Advisers in Luxembourg:	Elvinger, Hoss & Prussen 2, Place Winston Churchill L-1340 Luxembourg

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LEGAL STATUS

VAM Funds (Lux) is an open-end investment fund with multiple compartments ("société d'investissement à capital variable" (SICAV) à compartiments multiples) governed by Luxembourg law, established in accordance with the provisions of Part I of the Law of 20th December, 2002 relating to undertakings for collective investment. The Fund complies with article 27 of that law and therefore qualifies as a self-managed SICAV.

The company was incorporated for an indefinite period on 11th April, 2005, with an initial capital of Euro 300,000. Its Articles of Incorporation have been published in the official gazette "Mémorial C, Recueil des Sociétés et Associations du Grand Duché de Luxembourg" on 20th April, 2005. The Fund is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B 107 134.

The Fund's capital shall at all times be equal to the value of its total net assets. The minimum capital required by law (EUR 1,250,000 or its equivalent) must be reached within a period of six months following registration of the Fund by the supervisory authorities on the official list of undertakings for collective investment.

INVESTMENT OBJECTIVES AND FUND STRUCTURE

The purpose of the Fund is to offer investors access to a world-wide selection of markets and a variety of investment techniques via a range of specialised products ("Compartments") included under a same and single structural umbrella.

The investment policy implemented in the various Compartments shall be laid down by the Board of Directors. A broad spread of risks will be achieved by diversifying investments over a large number of securities. The selection of securities will not be limited - except under the terms of the restrictions specified in the section "Investment Restrictions" below - as regards geographical area or economic consideration, nor as regards the type of investment of securities.

The Board of Directors is entitled to create new Compartments. A list of those Compartments in existence at present, together with a description of their investment policy and main features, is attached as an Appendix to this Prospectus.

This Appendix forms an integral part of this Prospectus and will be updated whenever new Compartments are created.

ORGANISATION OF MANAGEMENT AND ADMINISTRATION

The Board of Directors is responsible for managing the Fund, monitoring its operations as well as specifying and implementing investment policy.

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Delegates of the Board of Directors

In compliance with the provisions of CSSF Circular 03/108, the Board of Directors of the Fund has granted a mandate in order to conduct the daily business of the Fund to the Delegates of the Board mentioned under Section "Management and Administration".

The Delegates of the Board shall have the duty to ensure that the different service providers to which the Fund has delegated certain functions (comprising the Investment Manager, the Central Administrator and any distributors) perform their function in compliance with the law of 20th December, 2002 relating to undertakings for collective investment, the Articles of Incorporation of the Fund, the present Prospectus and the provisions of the contracts which have been entered into between the Fund and each of them. The Delegates shall also ensure compliance of the Fund with the investment restrictions and oversee the implementation of the Compartments' investment policies.

The Delegates shall also report to the Board of Directors on a semi-annual basis and inform each Director without delay of any non-compliance of the Fund with the Investment Restrictions.

Advisory Company

The Fund has appointed VAM Advisory S.A. as its adviser (the "Advisory Company") to be responsible for providing advisory and administration services to the Fund and assisting it in the marketing of its shares.

The Advisory Company was organised as a *société anonyme* under the laws of the Grand-Duchy of Luxembourg by notarial deed dated 8th April, 2005, published in the *Mémorial* on 20th April, 2005. The Articles of the Advisory Company are deposited with the *Registre de Commerce et des Sociétés* of Luxembourg (where they may be inspected and copies may be obtained). The Advisory Company has been incorporated for an undetermined period. Its registered and principal office is at 26, avenue de la Liberté, L-1930 Luxembourg. The Advisory Company is registered with the *Registre de Commerce et des Sociétés* of Luxembourg under number B 107 143.

The issued and fully paid capital of the Advisory Company is 31,000 Euros represented by 3,100 shares of a par value of 10 Euros each.

Custodian

Under the terms of the Custodian Bank and Paying Agent Agreement dated 1st January, 2007 VP Bank (Luxembourg) S.A. has been appointed for an indefinite period as Custodian of the Fund's assets.

VP Bank (Luxembourg) S.A. was incorporated as "société anonyme" (limited company) under Luxembourg law on 16th November, 1988 for an indefinite period. Its fully paid-up capital, as at 31st December, 2008, amounts to 20 Million Swiss Francs.

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The Custodian undertakes, on behalf and in the interests of the Fund's Shareholders, to be responsible for the safekeeping of cash and securities making up the Fund's assets. It may, in accordance with the provisions of the Luxembourg law dated 20th December, 2002 relating to undertakings for collective investment, entrust other banks or financial institutions with the custody of all or part of these assets.

The Custodian shall undertake all the habitual functions of a bank with regard to the deposit of cash and securities. It shall assume its functions and responsibilities in accordance with the provisions of the Luxembourg law dated 20th December, 2002 relating to undertakings for collective investment.

Under instructions from the Board of Directors, the Custodian shall undertake all acts of disposal of the Fund's assets. It carries out orders and complies with instructions from the Board of Directors provided that these conform with legal provisions and the Fund's Articles of Incorporation.

The Custodian shall, in particular:

- ensure that, in transactions pertaining to the Fund's assets, each contracting party fulfils its obligations within the customary time limits.
- ensure that the sale, issue, redemption and cancellation of Shares by the Fund or on its behalf are conducted in accordance with legal provisions or the Fund's Articles of Incorporation.
- ensure that the Fund's income is allocated in accordance with the Articles of Incorporation.

The Custodian may only be required to redeem Shares where legal provisions, particularly those pertaining to exchange controls, or events outside its control, such as strikes, do not prevent the Custodian from paying or transferring the redemption amount in the country in which the request for redemption has been made.

The Custodian or the Fund may, at any time, by giving at least 3 months' written notice to the other party, terminate the Custodian's appointment, it being understood that until such time as a new custodian is appointed by the Fund, which must happen within two months, the Custodian will only be obligated to undertake all necessary measures to ensure that the Shareholders' best interests are safeguarded.

Central Administration

Under the terms of the Administrative Services Agreement dated 1st January, 2007, the Fund has appointed VPB Finance S.A. as its Central Administration, to act as administrative, corporate and domiciliary agent as well as registrar and transfer agent. As such, VPB Finance S.A. is responsible for performing the general administrative functions required by Luxembourg law, processing the issue and redemption of Shares, calculating the Net Asset Value of the Classes and the Net Asset Value per Share and for maintaining the accounting records of the Fund.

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VPB Finance S.A. is a public limited company ("société anonyme"). It was incorporated in Luxembourg under the denomination "De Maertelaere Luxembourg S.A." on 28th January, 1993. Its articles have been amended on 20th June, 2006 in order to allow it to act as a management company under Chapter 13 of the law of 20th December, 2002. Its registered office is at 26 avenue de la Liberté, L-1930 Luxembourg in the Grand Duchy of Luxembourg. Its share capital amounted to CHF 5.000.000 as at 31st December, 2008.

VPB Finance S.A. has been set up with the main object of creating and administering UCITS as well as other types of Luxembourg and foreign investment funds. It may manage the portfolio of such investment funds and perform all the functions enumerated in Annex II of the law of 20th December, 2002. In addition, it may distribute in Luxembourg and/or third countries the parts and shares of investment funds. It can also manage portfolios on a discretionary basis provided these consist of the instruments set out in section B of Annex II of the law dated 5th April, 1993 on the financial sector. It can provide auxiliary services consisting of the keeping and administration of units of investment funds and the giving of investment advice. Finally, it may delegate all or part only of its activities in accordance with Luxembourg law.

Investment Managers

The Board of Directors of the Fund is responsible for the determination of the investment policy of the Fund and of the different Compartments.

The Investment Managers appointed by the Board of Directors for the day-to-day management of the Compartments' assets are indicated in the Appendix.

The ultimate responsibility of the management of each Compartment belongs to the Board of Directors of the Fund.

External Auditors

The auditing has been entrusted to Ernst & Young, 7, Parc d'Activité Syrdall, L-5365 Munsbach.

RIGHTS OF THE SHAREHOLDERS

Shares

The Shares in each Compartment are only issued in registered form, with no par value and fully paid-up. The issuance of fractions of Shares to a maximum of three decimal places is permitted. No certificates will be issued. All owners of the Shares will have their names entered into the shareholders' register which will be held at the Fund's registered office (the "Shareholders' Register"). Shares repurchased by the Fund shall be cancelled.

All Shares are freely transferable and have an equal entitlement to any profits, proceeds of liquidation and dividends relating to the Compartment to which they pertain.

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Each Share gives right to one vote. Fractional Shares do not, however, possess voting rights. Shareholders are also entitled to the general Shareholder rights as described in the Luxembourg law dated 10th August, 1915 and its subsequent amendments, with the exception of pre-emption rights to subscribe to new Shares.

Shareholders will only receive confirmation that their names have been recorded in the Shareholders' Register.

Classes of Shares

The Appendix to this Prospectus lists the current Classes of Shares. The Board of Directors may, at any time, decide to create additional Classes.

The rules relating to the calculation of a net asset value per Compartment apply, *mutatis mutandis*, to the calculation of a net asset value per Class.

The subscription price for Shares in each Class is invested in the assets of the relevant Compartment. In principle, all assets and liabilities related to a specific Class of Shares are allocated to that Class. To the extent that costs and expenses are not directly chargeable to a specific Class, they shall be shared out proportionally among the various Compartments according to their net asset values or, if circumstances warrant it, allocated on an equal footing to each Compartment. The assets of a specific Compartment will only meet the liabilities, commitments and obligations relating to such Compartment.

Minimum Subscription and Minimum holding

The Board of Directors may impose a minimum subscription and minimum holding requirement for each registered Shareholder in the different Compartments and/or different Classes within each Compartment as set out in the Appendix. The Board of Directors may also impose subsequent minimum subscription requirements. It may decide to waive at its discretion any minimum subscription, minimum holding and subsequent minimum subscription amounts.

The Board of Directors shall not give effect to any transfer of Shares in the Shareholders' Register as a consequence of which an investor will not meet the minimum holding requirement referred to in the Appendix.

If, as a result of a redemption request, the value of any holding decreases below the minimum set out in the Appendix, then such request may be treated as a request for redemption of the entire holding.

General Meetings of Shareholders

The Annual General Meeting of Shareholders shall be held each year at the Fund's registered office or at any other location in Luxembourg which will be specified in the convening notice to the meeting.

The Annual General Meeting shall be held on the third Wednesday of April or, if this happens to be an official holiday in Luxembourg, on the next working day thereafter.

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Convening notices shall be sent to all registered Shareholders at least 8 days prior to the Annual General Meeting. These notices shall include details of the time and place of the Meeting, the agenda, conditions for admission and requirements concerning the quorum and majority voting rules as laid down by Luxembourg law.

In accordance with the Fund's Articles of Incorporation and Luxembourg law, all decisions taken by the Shareholders pertaining to the Fund shall be taken at the General Meeting of all Shareholders. Any decisions affecting Shareholders in one or several Compartments may be taken by just those Shareholders in the relevant Compartments to the extent that this is allowed by law. In this particular instance, the requirements on quorum and majority voting rules as laid down in the Articles of Incorporation shall apply.

SUBSCRIPTIONS

Subscriptions for Shares in each Compartment shall be accepted at the issue price, as defined hereunder in the paragraph "Issue Price", at the office of the Central Administration as well as at any other intermediaries authorised to do so by the Fund.

The Board of Directors may from time to time accept subscriptions for Shares against contribution in kind of securities or other assets which could be acquired by the relevant Compartment pursuant to its investment policy and restrictions. Any such contribution in kind will be valued in an auditor's report drawn up in accordance with the requirements of Luxembourg law.

Unless specifically provided otherwise in the Appendix for any specific Compartment, for any subscription received by the Central Administration prior to 4 p.m. Central European Time ("CET") on the business day prior to a valuation day, the net asset value calculated on that valuation day will be applicable. At the time of placement of the order by the investor, the net asset value per share of the relevant Compartment or Share Class will thus be unknown ("forward pricing"). At the level of the sales agencies or intermediaries, whether in Luxembourg or abroad, earlier cut-off times for receipt of orders may be applied to ensure timely forwarding of the orders to the Central Administration of the Fund. These earlier cut-off times can be obtained from the respective sales agencies or intermediaries.

For any subscription received by the Central Administration after 4 p.m. on the business day prior to a valuation day, the net asset value applicable will be the net asset value as calculated on the following valuation day.

The amount for the issue price shall be paid or transferred, in the reference currency of the relevant Compartment or Share Class, into the account of the Custodian or of the distributor, to the order of VAM Funds (Lux) with reference to the Compartment(s) or Share Classe(s) concerned within five Luxembourg bank business days following the relevant valuation day.

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Legislation against money laundering – A number of Luxembourg laws and regulations impose obligations on those working in the financial sector to prevent the use of investment funds for money-laundering purposes. As a result, the identity of subscribers (and, where appropriate, that of the beneficial owners) must be revealed to the Fund by means of a certified copy of the passport or identity card for natural persons and/or the Articles of Incorporation for legal persons, accompanied by a recent original extract from the Trade and Companies Register and, where applicable, a certified copy of the authorisation to operate issued by the competent authority. Such information shall be collected for verification purposes only and shall be covered by the banking secrecy imposed on the Fund and the Central Administration of the Fund. The Central Administration of the Fund shall be entitled to request any such other information as it deems necessary in order to establish the identity of the investor or the beneficial owner, in line with Luxembourg laws and regulations.

Nevertheless, as a rule, subscribers need not provide all the above information and documents if their application for subscription is filed through a regulated financial agent based in one of the countries that has ratified the conclusions of the report of the Financial Action Task Force (FATF) on money laundering.

The absence of documents required for identification purposes may lead to the suspension of a request for subscription and/or redemption.

ISSUE PRICE

The issue price for Shares in each Compartment is equal to the net asset value of each Share in that Compartment, calculated on the relevant valuation day.

Unless specifically provided otherwise in the Appendix for any specific Compartment, a subscription fee of up to 5% of the subscription proceeds (representing up to 5.26% of the net assets value of the Shares being subscribed) may be charged for the benefit of distributors and other financial intermediaries.

This issue price may also be increased to cover any duties, taxes and stamp duties which may have to be paid.

REDEMPTIONS

Shareholders are entitled at any time to redeem all or part of their Shares at the redemption price as defined in paragraph "Redemption Price" below, by addressing an irrevocable application for redemption to the Central Administration, or other authorized intermediaries.

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For any request for redemption received by the Central Administration by 4 p.m. CET on the business day prior to a valuation day, the net asset value calculated on that valuation day shall be applicable. At the time of placement of the order by the investor, the net asset value per share of the relevant Compartment or Share Class will thus be unknown („forward pricing"). At the level of the sales agencies or intermediaries, whether in Luxembourg or abroad, earlier cut-off times for receipt of orders may be applied to ensure timely forwarding of the orders to the Central Administration of the Fund. These earlier cut-off times can be obtained from the respective sales agencies or intermediaries.

For any request for redemption received by the Central Administration after 4 p.m. CET on the business day prior to a valuation day, the net asset value applicable will be the net asset value as calculated on the following valuation day.

If, because of applications for redemption or conversion, it is necessary on a given valuation day to repurchase or convert more than 10% of the Shares issued in a particular Compartment, the Board of Directors may decide that redemptions or conversions have to be postponed to the next valuation day for that Compartment. On that valuation day, applications for redemption or conversion which had been postponed (and not withdrawn) shall be given priority over applications for redemption or conversion received in relation to that valuation day (and which had not been postponed).

The proceeds from the Shares presented for redemption shall be paid by transfer in the reference currency of the Compartment concerned within five Luxembourg bank business days following the relevant valuation day (see paragraph "Redemption Price" below).

REDEMPTION PRICE

The redemption price for Shares in each Compartment is equal to the net asset value of each Share in that Compartment as calculated on the first valuation day after the application for redemption has been received by the Fund.

A redemption fee of up to 2% of the net assets value of the Shares being redeemed may be charged for the benefit of distributors and other financial intermediaries.

The repurchase price may also be reduced to cover any duties, taxes and stamp duties which might have to be paid.

The redemption price could be higher or lower than the subscription price paid, depending on the variation of the net asset value during that interval.

CONVERSION

Any Shareholder may request the conversion of all or part of his Shares in one Compartment into Shares of another Compartment, subject to the restrictions defined in the Appendix, on the basis of the respective net asset values as calculated on the valuation day of the Compartments concerned plus the amounts charged for

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the issue and the redemption as mentioned above.

For any conversion requests received by the Central Administration by 4 p.m. CET on the business day prior to a valuation day, the net asset values calculated on that valuation day will be applicable. At the time of placement of the order by the investor, the net asset value per share of the relevant Compartments or Share Classes will thus be unknown („forward pricing"). On the level of the sales agencies or intermediaries, whether in Luxembourg or abroad, earlier cut-off times for receipt of orders may be applied to ensure timely forwarding of the orders to the Central Administration of the Fund. These earlier cut-off times can be obtained from the respective sales agencies or intermediaries.

For any conversion requests received by the Central Administration after 4 p.m. CET on the business day prior to a valuation day, the net asset value applicable will be the net asset value as calculated on the following valuation day.

The above provisions apply, *mutatis mutandis*, to conversions between Share Classes.

MARKET TIMING & LATE TRADING

Investors are informed that the Board of Directors is entitled to take adequate measures in order to prevent practices known as "Market-Timing" in relation to investments in the Fund. The Board of Directors of the Fund will also ensure that the relevant cut-off time for requests for subscription, redemption and conversion are strictly complied with and will therefore take adequate measures to prevent practices known as "Late Trading".

The Board of Directors of the Fund is entitled to reject requests for subscription and conversion in the event that it has knowledge or suspicions of the existence of Market Timing practices. In addition, the Board of Directors is authorised to take any further measures deemed appropriate to prevent Market Timing to take place.

CALCULATION OF THE NET ASSET VALUE

The net asset value as well as issue, redemption and conversion prices for Shares are calculated by the Central Administration for each Compartment in the reference currency of the Compartment on the basis of the last available prices, at intervals which may vary for each Compartment and are specified in the Appendix.

The net asset value of a Share in each Compartment will be calculated by dividing the net assets of that Compartment by the total number of Shares outstanding of that Compartment. The net assets of a Compartment correspond to the difference between the total assets and the total liabilities of the Compartment.

The Fund's consolidated total net assets will be expressed in Euros and correspond to the difference between the total assets and the total liabilities of the Fund. In order to calculate this value, the net assets of each Compartment will, unless they are already expressed in Euros, be converted into Euros, and added together.

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The assets of the Fund shall be valued as follows:

- a) Securities admitted to official listing on an official stock exchange or traded on any other organised market will be valued at the last available price, unless such a price is not deemed to be representative of their fair market value;
- b) Securities not listed on stock exchanges or not traded on any regulated market and securities with an official listing for which the last available price is not representative of a fair market value will be valued, prudently and in good faith, on the basis of their estimated sale prices;
- c) Cash and other liquid assets will be valued at their face value with interest accrued;
- d) For each Compartment, securities whose value is expressed in a currency other than the reference currency of that Compartment will be converted into that reference currency at the average rate between the last available buy/sell rate in Luxembourg or, failing that, in a financial centre which is most representative for those securities.
- e) The units/shares of undertakings for collective investment will be valued on the basis of the last known net asset value.

The Board of Directors is entitled to adopt any other appropriate principles for valuing the Fund's assets in the event that extraordinary circumstances make it impracticable or inappropriate to determine the values according to the criteria specified above.

In cases when applications for subscription or redemption are sizeable, the Board of Directors may assess the value of the Share on the basis of rates during the trading session on the stock exchanges or markets during which it was able to buy or sell the necessary securities for the Fund. In such cases, a single method of calculation will be applied to all applications for subscription or redemption received at the same time.

SUSPENSION OF THE CALCULATION OF NET ASSET VALUE, ISSUE / REDEMPTION AND CONVERSION PRICES

The calculation of the net asset value or the issue, redemption and conversion prices of Shares in one or more Compartments may be suspended in the following circumstances:

- When one or more stock exchanges or markets, which provide the basis for valuing a substantial portion of the Fund's assets, or when one or more foreign exchange markets in the currency in which the net asset value of Shares is expressed or in which a substantial portion of the Fund's assets is held, are closed other than for ordinary holidays or if dealings therein are suspended, restricted or subject to major short-term fluctuations.

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- When, as a result of political, economic, military, monetary or social events, strikes or other circumstances outside the responsibility and control of the Fund, the disposal of the Fund's assets is not reasonably or normally practicable without being seriously detrimental to the Shareholders' interests.
- In the case of a breakdown in the normal means of communication used to calculate the value of an asset in the Fund or when, for whatever reason, the value of an asset in the Fund cannot be calculated as rapidly and as accurately as required.
- If, as a result of exchange controls or other restrictions on the movement of capital, transactions for the Fund are rendered impracticable or if purchases or sales of the Fund's assets cannot be made at normal rates of exchange.
- In the case of the suspension of the calculation of the net asset value of one or several of the funds in which the Fund has invested a substantial portion of its assets.

In such cases of suspension, Shareholders who have submitted applications to subscribe to, redeem or convert Shares in Compartments affected by the suspensions shall be notified in the event that the suspension period is extended.

The Fund may, at any time and at its discretion, temporarily discontinue, cease permanently or limit the issue of Shares in one or more Compartments to persons or corporate bodies resident or domiciled in some countries or territories. The Fund may also prohibit them from acquiring Shares if such a measure is necessary to protect the Shareholders as a whole and the Fund.

In addition, the Fund is entitled to:

- a) reject, at its discretion, any application to subscribe to Shares;
- b) repurchase, at any time, Shares which have been acquired in violation of a measure of exclusion taken by virtue of the Fund.

INCOME DISTRIBUTION

Accumulation Shares

The principal investment objective of each Compartment is to achieve capital appreciation and the generation of income will not be an overriding consideration in determining investment policy. Unless a Share Class is identified as a 'Distributing Class' or a dividend policy is otherwise specified in the relevant Appendix, all Share Classes of all Compartments have an accumulation policy and, consequently, no dividends will be paid.

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Distributing Shares

The Board of Directors reserves the right, within the limits of applicable law, to introduce a distribution policy which may vary according to each Compartment.

Income attributable to Shareholders in Share Classes which are designated as Distributing Shares will generally be distributed annually unless otherwise specified in the relevant Appendix for such Share Classes. Such dividends will ordinarily be automatically reinvested into Shares in the same Class (at no initial charge) for the account of the Shareholders concerned.

If specifically requested of the Administrator in writing, dividends on Shares will be paid to Shareholders by wire transfer, at the risk of and cost to the relevant Shareholder. In the case of joint Shareholders, payment will be made to the first named Shareholder. Payment of dividends will be made in the reference currency of the Compartment. Shareholders may also elect to receive dividends in the currency of denomination of the Share Class they hold at their risk and cost.

All dividends on Shares to the value of less than USD100 (or its equivalent in the reference currency of the relevant Share Class), will, however, be automatically reinvested for the account of the Shareholder (at no initial charge). Dividends which are not automatically reinvested and which are not collected within five years will lapse and accrue for the benefit of the relevant Compartment in accordance with Luxembourg law.

In normal circumstances capital gains will not be distributed.

UK Distributing Status

As noted above, the Fund will seek certification as a fund with UK distributing status for Class E Shares of the relevant Compartment. This will require that Class E Shares comply with a certain distribution policy and investment restriction set out in the UK Taxes Act. Where appropriate, investment and distribution policies have been designed to facilitate certification. However, as such certification is given retrospectively it cannot be guaranteed that the application will be successful for a particular period, or that certification will continue to be available for future accounting periods especially since the exact conditions that must be fulfilled for Class E Shares to obtain that certification may be affected by changes in HM Revenue and Customs (“HMRC”) practice or by subsequent changes to the relevant provisions of the Taxes Act themselves. On the assumption that Class E Shares will qualify for the UK as a distributing status, Shareholders resident or ordinarily resident in the UK for taxation purposes may, unless holding Shares as dealing stock (when different rules apply), be liable to UK tax in respect of gains arising from the sale, redemption or other disposal of Shares in the Fund (save that a charge to tax on income may arise on the equalisation element of the disposal proceeds). It should be noted that the above treatment will only apply on the disposal of the “UK distributing” Share classes provided that they are certified by HMRC during the entire holding period of any particular Shareholder resident or ordinarily resident in the UK. It is not currently the intention of Directors to seek certification of any other Classes of Shares as distributing funds.

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Accordingly offshore income gains realized by individual investors will normally be liable to income tax at the applicable rate. Investors resident or ordinarily resident in the UK are advised to consult their tax advisor.

The UK government has proposed changes to the UK tax regime for offshore funds, including certain changes to the distributing and reporting obligations for offshore funds. The detailed scope of these changes is expected to be introduced by regulations in 2009. Accordingly, following enactment of the regulations, the UK tax treatment for those 'distributing' Classes may be altered.

FUND EXPENSES

The Advisory Company is entitled to fees, payable on a monthly basis at a total annual rate which could vary for each Compartment, but which shall not exceed 2.5% of the average net asset value of the relevant Compartment, as determined during the relevant month.

The Advisory Company may also be entitled to a performance fee to the extent described in the Appendix.

The Investment Manager(s) shall be remunerated by the Advisory Company out of the fees that it receives from the Fund.

The Custodian and the Central Administration are entitled to fees in line with current practice in Luxembourg, payable on a monthly basis, which shall not exceed 0.5% of the average net asset value of the Fund (excluding any taxes).

For more details on such fees for each Compartment, please refer to the Appendix.

Other costs charged to the Fund include:

- 1) All taxes and duties which might be due on the Fund's assets or income earned by the Fund, in particular the subscription tax (see paragraph Tax Status below) charged on the Fund's net assets.
- 2) Brokerage fees and charges on transactions involving securities in portfolio.
- 3) Remuneration of the Custodian's correspondents.
- 4) Extraordinary costs incurred, particularly for any verification procedures or legal proceedings undertaken to protect the Shareholders' interests.

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- 5) The cost of preparing, printing and filing of administrative documents, prospectuses and explanatory memoranda with all authorities, the rights payable for the registration and maintenance of the Fund with all authorities and official stock exchanges, the cost of preparing, translating, printing and distributing periodical reports and other documents required by law or regulations, the cost of accounting and calculating the net asset value, the cost of preparing, distributing and publishing notifications to Shareholders, fees for legal consultants, experts and independent auditors, and all similar operating costs.
- 6) Establishment costs estimated at 55,000 Euro which shall be amortised over a period not exceeding 5 years.

The fees associated with the creation of a new Compartment will be, in principle, exclusively borne by this new Compartment. Nevertheless the Board of Directors of the Fund may decide, in circumstances where it would appear to be fairer to the Compartments concerned, that the initial setting up costs of the Fund, not yet amortised at the time the new Compartment is launched, will be equally borne by all existing Compartments including the new Compartment. The Board of Directors may also decide that the costs associated with the opening of new Compartments be borne by the existing Compartments.

Each of the Directors and Delegates of the Board of Directors will be entitled to remuneration for his services at the rate determined by the general meeting of Shareholders from time to time. In addition, each Director and Delegate may be paid reasonable travelling, hotel and other incidental expenses for attending and returning from board meetings or general meetings of Shareholders as well as for visiting the Investment Manager(s).

All recurring expenditure shall be charged first to the Fund's income, then to realized capital gains, then to the Fund's assets. Other expenditure may be amortised over a period not exceeding five years.

Charges involved in the calculation of the net asset values of the various Compartments shall be spread between the Compartments in proportion to their net assets, except in cases where charges specifically relate to one Compartment, in which case they will be charged to that Compartment.

TAX STATUS

The Fund is subject to Luxembourg tax legislation.

The Fund

In accordance with current Luxembourg law, the Fund is not subject to any tax on income, capital gains tax or wealth tax. Dividends (if any) distributed by the Fund are not subject to Luxembourg withholding tax.

However, income collected by the Fund on securities in its portfolios may be subject to withholding tax which, in normal circumstances, cannot be reclaimed.

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The Fund's net assets are subject to a subscription tax of 0.05% per annum payable at the end of each quarter and calculated on the basis of the Fund's total net assets at the end of the relevant quarter. Such tax rate is reduced to 0.01% in respect of the net assets attributable to such Classes of Shares or Compartments which are reserved for institutional investors as defined from time to time by the Luxembourg Supervisory Authority.

Shareholders

According to legislation and current practice in Luxembourg, Shareholders, other than those domiciled, residing or permanently established in Luxembourg, are not liable to pay any Luxembourg tax on income, capital gains, donations or legacies. **However, it is incumbent upon any purchasers of Shares in the Fund to inform themselves about the relevant legislation and tax regulations applicable to the acquisition, holding and sale of Shares with regard to their residence qualifications and nationality.**

EU tax considerations

The Council of the EU has, on 3rd June, 2003, adopted Council Directive 2003/48/EC on taxation of savings income in the form of interest payments (the "Directive"). Under the Directive, Member States of the EU will be required to provide the tax authorities of another EU Member State with information on payments of interest or other similar income paid by a paying agent (as defined by the Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria, Belgium and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra, San Marino, Jersey, Guernsey, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The Directive has been implemented in Luxembourg by a law dated 21st June, 2005 (the "EUSD Law").

Dividends distributed by a Compartment of the Fund will be subject to the Directive and the EUSD Law if more than 15% of such Compartment's assets are invested in debt claims (as defined in the EUSD Law) and proceeds realised by Shareholders on the redemption or sale of Shares in a Compartment will be subject to the Directive and the EUSD Law if more than 40% of such Compartment's assets are invested in debt claims (such Compartments, hereafter "Affected Compartments").

The applicable withholding tax will be at a rate of 20% until 30th June, 2011 and 35% from 1st July, 2011 onwards.

Consequently, if in relation to an Affected Compartment a Luxembourg paying agent makes a payment of dividends or redemption proceeds directly to a Shareholder who is an individual resident or deemed resident for tax purposes in another EU Member State or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate indicated above.

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No withholding tax will be withheld by the Luxembourg paying agent if the relevant individual either (i) has expressly authorised the paying agent to report information to the tax authorities in accordance with the provisions of the EUSD Law or (ii) has provided the paying agent with a certificate drawn up in the format required by the EUSD Law by the competent authorities of his State of residence for tax purposes.

The Fund reserves the right to reject any application for Shares if the information provided by any prospective investor does not meet the standards required by the EUSD Law as a result of the Directive.

The foregoing is only a summary of the implications of the Directive and the EUSD Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and Shareholders should therefore seek advice from their financial or tax adviser on the full implications for themselves of the Directive and the EUSD Law.

General

The receipt of dividends (if any) by Shareholders, the redemption or transfer of Shares and any distribution on a winding-up of the Fund may result in a tax liability for the Shareholders according to the tax regime applicable in their various countries of residence, citizenship or domicile. Shareholders resident in or citizens of certain countries which have anti-offshore fund legislation may have a current liability to tax on the undistributed income and gains of the Fund. The Directors, the Fund and each of the Fund's agents shall have no liability in respect of the individual tax affairs of Shareholders.

BUSINESS YEAR

The business year of the Fund runs from 1st January until 31st December.

PERIODICAL REPORTS AND PUBLICATIONS

The Fund will publish an audited Annual Report within 4 months after the end of the business year and an unaudited Semi-annual Report within 2 months after the end of the period to which it refers.

The Annual Report includes accounts of the Fund and of each Compartment.

All these reports will be made available to the Shareholders at the registered office of the Fund, the Central Administration and any distributor or intermediary appointed by the Fund.

The net asset value per Share of each Compartment as well as the issue and redemption prices will be made public at the offices of the Central Administration.

Any amendments to the Articles of Incorporation will be published in the *Mémorial* of the Grand-Duchy of Luxembourg.

LIFETIME, MERGER AND LIQUIDATION OF THE FUND AND COMPARTMENTS

The Fund

The Fund is formed for an indefinite period. However, the Board of Directors may at any time move to dissolve the Fund at an Extraordinary General Shareholders' Meeting.

If the Fund's Share capital falls below two-thirds of the minimum capital required by law, the Board of Directors must refer the matter of the dissolution to the General Meeting, deliberating without any quorum and deciding by a simple majority of the Shares represented at the meeting.

If the Fund's Share capital is less than a quarter of the minimum capital required, the directors must refer the matter of dissolution of the Fund to the General Meeting, deliberating without any quorum; the dissolution may be decided by Shareholders holding a quarter of the Shares represented at the meeting.

Merger of Compartments

The General Shareholders' Meeting of a Compartment may decide to cancel the Shares of the Compartment in question and to allocate the Shares of another Compartment to the Shareholders of the former Compartment, with the Shares being allocated based on the net asset values of the Shares in the two Compartments in question as at the date of the merger. In this case, the assets attributable to the Compartment to be cancelled will either be allocated directly to the portfolio of the new Compartment, if such an allocation does not violate the specific investment policy applicable to the new Compartment, or these assets will be sold prior to or on the date of the merger, in which case, the income from this sale will be allocated to the portfolio of the new Compartment. Any decision by Shareholders as described above is, in addition to the quorum and majority requirements for amendments to the Articles of Incorporation, subject to a separate vote by the Shareholders of the Compartment to be cancelled, with any decision of that nature being taken by Shareholders under the same quorum and majority conditions as those described above.

If a Compartment's total net assets fall below 1,000,000 Euro or the equivalent in the base currency of the relevant Compartment, or if warranted by a change in economic or political circumstances affecting a Compartment, the Board of Directors may decide to close down a Compartment by merging it with another Compartment. Furthermore, the Board of Directors may decide to merge the Compartment with another if it considers this to be in the best interests of the Shareholders of the Compartments in question. In this case, the information and publication regulations defined above will apply.

The decision to merge will be made public and reported to all the Shareholders concerned prior to the effective date of the merger. Moreover, the public announcement or notification will state the reasons behind and the procedure adopted for the merger, and will contain information on the existing or the new Compartment. This public announcement or notice will be made at least one month prior to the effective date of the merger in order to give Shareholders the opportunity to request the redemption of their Shares, free of charge, before the merger takes effect.

Liquidation of Compartments

The Board of Directors may also decide to convene a General Shareholders' Meeting for a Compartment for the purpose of deciding its dissolution. This General Meeting will deliberate without any quorum requirement and the decision to dissolve the Compartment will be taken by a majority of the Shares from the Compartment represented at the Meeting.

If a Compartment's total net assets fall below the equivalent of 1,000,000 Euro the Board of Directors may decide at any time to liquidate the Compartments concerned if it believes that the liquidation of the Compartment in question would be in the best interests of Shareholders.

In the event of the dissolution of a Compartment or the Fund, the liquidation will be carried out pursuant to the provisions of the Luxembourg law of 20th December, 2002, governing undertakings for collective investment, which sets out the procedures to enable Shareholders to benefit from liquidation dividends and in this context provides for the depositing of any amount that could not be distributed to Shareholders when the liquidation is complete with the Caisse de Consignation in Luxembourg. Any amounts deposited that are not claimed within six months of completion of the liquidation of the Compartment will be subject to time-barring in accordance with Luxembourg law. The net proceeds from the liquidation of each Compartment will be distributed to holders of Shares in the Compartment in question in proportion to the number of Shares they hold in that Compartment.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are deposited and kept available for inspection at the offices of the Central Administration and the Fund's registered office:

1. The Fund's Articles of Incorporation.
2. The Custodian Bank and Paying Agent Agreement dated 1st January, 2007 between VP Bank (Luxembourg) S.A. and the Fund.
3. The Administrative Services Agreement dated 1st January, 2007 between VPB Finance S.A. and the Fund.
4. The Investment Advisory Agreement dated 12th April, 2005 between the Fund and the Advisory Company.
5. The Investment Management Agreement dated 31st March, 2006 between the Fund, the Advisory Company and Driehaus Capital Management LLC.
6. The Investment Management Agreement dated as of 31st July, 2009 between the Fund, the Advisory Company and Enhanced Investment Products Limited.

INVESTMENT RESTRICTIONS

The Board of Directors has adopted the following restrictions relating to the investment of the Fund's assets and its activities. These restrictions and policies may be amended from time to time by the Board of Directors if and as it shall deem it to be in the best interests of the Fund, in which case this Prospectus will be updated.

The investment restrictions imposed by Luxembourg law must be complied with by each Compartment. Those restrictions contained in paragraph 1. (D) below are applicable to the Fund as a whole.

1. INVESTMENT IN ELIGIBLE ASSETS

(A) (1) The Fund will exclusively invest in:

- a) transferable securities and money market instruments admitted to an official listing on a stock exchange in an Eligible State¹; and/or
- b) transferable securities and money market instruments dealt in on another Regulated Market²; and/or
- c) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on an Eligible Market³ and such admission is achieved within one year of the issue; and/or
- d) units of UCITS⁴ and/or other UCIs, whether situated in an EU member state or not, provided that:
 - such other UCIs are authorised under laws which provide that they are subject to supervision considered by the CSSF to be equivalent to that laid down in EU law, and that cooperation between authorities is sufficiently ensured,
 - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are

¹ "Eligible State" includes any member state of the European Union ("EU"), any member state of the Organisation for Economic Co-operation and Development ("OECD"), and any other state which the Board of Directors deems appropriate with regard to the investment objectives of each Compartment. Eligible states include in this category countries in Africa, America, Asia, Australasia and Europe.

² "Regulated Market" a market which is regulated, operates regularly and is recognised and open to the public in an Eligible State.

³ "Eligible Market" an official stock exchange or another Regulated Market.

⁴ "UCITS" an undertaking for collective investment in transferable securities authorised according to Council Directive 85/611/EEC of 20th December, 1985, as amended.

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equivalent to the requirements of directive 85/661/EEC,

- the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
 - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs; and/or
- e) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in a Member State of the European Union or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the CSSF as equivalent to those laid down in EU law; and/or
- f) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraphs (a) and (b) above, and/or financial derivative instruments dealt in over-the-counter ("OTC derivatives"), provided that:
- the underlying consists of instruments covered by this section (A) (1), financial indices, interest rates, foreign exchange rates or currencies, in which the Compartments may invest according to their investment objective;
 - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority;
 - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Fund's initiative.

Unless specifically provided otherwise in the Appendix for any specific Compartment, the Fund will invest in financial derivative instruments only for currency hedging purposes as more fully described in the section "3. Currency Hedging" below;

and/or

- g) money market instruments other than those dealt in on a Regulated Market, if the issuer or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- issued or guaranteed by a central, regional or local authority or by a central bank of an EU member state, the European Central Bank, the European Union or the European Investment

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Bank, a non-EU member state or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EU member states belong, or

- issued by an undertaking any securities of which are dealt in on Regulated Markets, or
- issued or guaranteed by a credit institution which has its registered office in a country which is an OECD member state and a FATF country.

(2) In addition, the Fund may invest a maximum of 10% of the net asset value of any Compartment in transferable securities and money market instruments other than those referred to under (1) above.

(B) Each Compartment may hold ancillary liquid assets.

(C) (i) Each Compartment may invest no more than 10% of its net asset value in transferable securities or money market instruments issued by the same body.

Each Compartment may not invest more than 20% of its net assets in deposits made with the same body. The risk exposure to a counterparty of a Compartment in an OTC derivative transaction may not exceed 10% of its net assets when the counterparty is a credit institution referred to in (A) (1) (e) above or 5% of its net assets in other cases.

(ii) Furthermore, where any Compartment holds investments in transferable securities and money market instruments of any issuing body which individually exceed 5% of the net asset value of such Compartment, the total value of all such investments must not account for more than 40% of the net asset value of such Compartment;

This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph (C) (i), a Compartment may not combine:

- investments in transferable securities or money market instruments issued by,
- deposits made with, and/or
- exposures arising from OTC derivative transactions undertaken with a single body

in excess of 20% of its net assets.

(iii) The limit of 10% laid down in paragraph (C)(i) above shall be 35% in respect of transferable securities or money market instruments which are issued or guaranteed by an EU member state, its

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local authorities or by an Eligible State or by public international bodies of which one or more EU member states are members, and such securities and money market instruments shall not be included in the calculation of the limit of 40% under (C)(ii) above.

- (iv) The limits set out in paragraphs (C)(i), (C)(ii) and (C) (iii) above may not be aggregated and, accordingly, the value of investments in transferable securities and money market instruments issued by the same body, in deposits or derivative instruments made with this body, effected in accordance with paragraphs (C)(i), (C)(ii) and (C) (iii) may not, in any event, exceed a total of 35% of each Compartment's net asset value.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained in this paragraph (C).

A Compartment may cumulatively invest up to 20% of its net assets in transferable securities and money market instruments within the same group.

- (v) **Where any Compartment has invested in accordance with the principle of risk spreading in transferable securities and money market instruments issued or guaranteed by an EU member state, by its local authorities or by an Eligible State which is an OECD member state, or by public international bodies of which one or more EU member states are members, the Fund may invest 100% of the net asset value of any Compartment in such securities and money market instruments provided that such Compartment must hold securities from at least six different issues and the value of securities from any one issue must not account for more than 30% of the net asset value of the Compartment.**

Subject to having due regard to the principle of risk spreading, a Compartment need not comply with the limits set out in this paragraph (C) for a period of 6 months following the date of its authorisation and launch.

- (D) (i) The Fund may not acquire shares carrying voting rights which would enable the Fund to exercise significant influence over the management of the issuing body.
- (ii) The Fund may acquire no more than (a) 10% of the non-voting shares of the same issuer, (b) 10% of the debt securities of the same issuer, and/or (c) 10% of the money market instruments of the same issuer. However, the limits laid down in (b) and (c) above may be disregarded at the time of acquisition if at that time the gross amount of the debt securities or of the money market instruments or the net amount of instruments in issue cannot be calculated.

The limits set out in paragraph (D)(i) and (ii) above shall not apply to:

- (i) transferable securities and money market instruments issued or guaranteed by an EU member state

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or its local authorities;

- (ii) transferable securities and money market instruments issued or guaranteed by any other Eligible State;
- (iii) transferable securities and money market instruments issued by public international bodies of which one or more EU member states are members; or
- (iv) shares held in the capital of a company incorporated in a non-EU member state which invests its assets mainly in the securities of issuing bodies having their registered office in that state where, under the legislation of that state, such holding represents the only way in which such Compartment's assets may invest in the securities of the issuing bodies of that state, provided, however, that such company in its investment policy complies with the limits laid down in Articles 43, 46 and 48 (1) and (2) of the law of 20th December, 2002 relating to undertakings for collective investment.

- (E) (i) Each Compartment may acquire units of the UCITS and/or other UCIs referred to in paragraph (A) (d), provided that no more than 20% of a Compartment's net assets be invested in the units of a single UCITS or other UCI.

For the purpose of the application of investment limit, each Compartment of a UCI with multiple Compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various Compartments vis-à-vis third parties is ensured.

- (ii) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net asset of a Compartment.
- (iii) When a Compartment invests in the units of other UCITS and/or other UCIs linked to the Fund by common management or control, or by a substantial direct or indirect holding, or managed by a management company linked to the relevant Investment Manager, no subscription or redemption fees may be charged to the Fund on account of its investment in the units of such other UCITS and/or UCIs.

In respect of a Compartment's investments in UCITS and other UCIs linked to the Fund as described in the preceding paragraph, the total management fee (excluding any performance fee, if any) charged to such Compartment and each of the UCITS or other UCIs concerned shall not exceed 2% of the relevant net assets under management. The Fund will indicate in its annual report the total management fees charged both to the relevant Compartment and to the UCITS and other UCIs in which such Compartment has invested during the relevant period.

- (iv) The Fund may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple sub-funds, this restriction

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is applicable by reference to all units issued by the UCITS/UCI concerned, all sub-funds combined.

- (v) The underlying investments held by the UCITS or other UCIs in which the Compartments invest do not have to be considered for the purpose of the investment restrictions set forth under 1. (C) above.
- (vi) Unless otherwise decided by the Board of Directors and specifically disclosed in the Appendix in relation to a given Compartment, the Fund will not invest more than 10% of its net assets in units of UCITS or other UCIs.

2. INVESTMENT IN OTHER ASSETS

- (A) The Fund will not make investments in precious metals or certificates representing these.
- (B) The Fund may not enter into transactions involving commodities or commodity contracts, except that the Fund may employ techniques and instruments relating to transferable securities within the limits set out in paragraph 3. below.
- (C) The Fund will not purchase or sell real estate or any option, right or interest therein, provided the Fund may invest in securities secured by real estate or interests therein or issued by companies which invest in real estate or interests therein.
- (D) The Fund may not carry out uncovered sales of transferable securities, money market instruments or other financial instruments referred to in 1.(A) (1) d), f) and g).
- (E) The Fund may not borrow for the account of any Compartment, other than amounts which do not in aggregate exceed 10% of the net asset value of the Compartment, and then only as a temporary measure. For the purpose of this restriction back to back loans are not considered to be borrowings.
- (F) The Fund will not mortgage, pledge, hypothecate or otherwise encumber as security for indebtedness any securities held for the account of any Compartment, except as may be necessary in connection with the borrowings mentioned in (E) above, and then such mortgaging, pledging, or hypothecating may not exceed 10% of the net asset value of each Compartment. In connection with swap transactions, option and forward exchange or futures transactions the deposit of securities or other assets in a separate account shall not be considered a mortgage, pledge or hypothecation for this purpose.
- (G) The Fund will not underwrite or sub-underwrite securities of other issuers.

3. CURRENCY HEDGING

The Fund may for the purposes of hedging currency risks have outstanding commitments in respect of forward currency contracts, currency futures or currency swap agreements or currency options (sales of call options or purchases of put options) provided that:

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- (i) the total amount of such transactions does not exceed the level necessary to cover the risk of the fluctuation of the value of the assets of the Compartment concerned denominated in a particular currency or any other currency which will be deemed to have a sufficient correlation with that particular currency. The hedging of currency risk may involve the use of cross-currency contracts to alter the currency exposure of the Compartment in case it is more advantageous to the Compartment; and
- (ii) the commitments deriving therefrom do not exceed the value of the relevant assets to be hedged and the duration of these transactions do not exceed the period for which the respective assets are held.

Currency futures and currency options must either be quoted on an exchange or dealt in on a Regulated Market. The Fund may, however, enter into currency forward contracts, option arrangements or swap arrangements with highly rated financial institutions specialised in this type of transaction.

4. RISK-MANAGEMENT PROCESS

The Fund will employ a risk-management process which enables it with the Investment Managers to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each Compartment. The Fund or the relevant Investment Manager will employ, if applicable, a process for accurate and independent assessment of the value of any OTC derivative instruments.

5. MISCELLANEOUS

- A. The Fund may not make loans to other persons or act as a guarantor on behalf of third parties provided that for the purpose of this restriction the making of bank deposits and the acquisition of such securities referred to in paragraph 1. (A) (1) or of ancillary liquid assets shall not be deemed to be the making of a loan and that the Fund shall not be prevented from acquiring such securities above which are not fully paid.
- B. The Fund need not comply with the investment limit percentages when exercising subscription rights attached to securities which form part of its assets.

* * * * *

If the limits referred to in the paragraphs in this section and in the Appendix are exceeded for reasons beyond the control of the Fund, or as a result of the exercise of subscription rights, the Board of Directors must, as a priority, take all steps as necessary within a reasonable period of time to rectify that situation, taking due account of the interests of its Shareholders.

APPENDIX : COMPARTMENTS IN OPERATION

1. VAM Funds (Lux) – US Mid Cap Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.

The Compartment's assets will consist primarily of equity or equity-convertible securities of companies with perceived high growth potential and listed in the United States or dealt in on another United States Regulated Market with aggregate market capitalizations, at the time of purchase, within the current market capitalization ranges for generally followed mid-cap indexes, such as the S&P Midcap 400 Index and the Russell Midcap® Growth Index. However, the Investment Manager may cause the Compartment to invest in companies with higher or lower market capitalizations. The Compartment may invest in American Depository Receipts, American Depository Shares and exchange traded funds, providing an exposure to the assets described above.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

The Compartment may use derivative techniques and instruments for hedging purposes within the limits set out in the investment restrictions.

Investors should note that the use of derivative instruments entails certain risks that may have a negative impact on the performance of the Compartment.

There can be no assurance that the Compartment will achieve its objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

VAM FUNDS (LUX)

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

Class B, Class D and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Class D Shares may in addition only be subscribed by investors having entered into a specific agreement with the Advisory Company.

Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class D shall be subject to the following minima:

Minimum initial subscription:	USD 1,500,000 / EUR 1,200,000 / GBP 750,000
Subsequent minimum subscriptions:	USD 150,000 / EUR 120,000 / GBP 75,000
Minimum holding:	USD 1,500,000 / EUR 1,200,000 / GBP 750,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

VAM FUNDS (LUX)

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the US economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the US equity markets.

Initial Subscription period

Shares in USD Classes were initially offered at an initial price of 100 US Dollars each.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares:	2.25% per annum.
Class C Shares:	0.75% per annum.
Class D Shares:	1.50% per annum.
Class E Shares:	1.50% per annum.

VAM FUNDS (LUX)

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis in relation to Class A, Class B, Class C and Class D Shares, with the amount based on the relative performance of these Classes to the Russell Midcap® Growth Index and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the return of the relevant Class, after advisory fees and other fees and expenses attributable to the Class for the quarter less the return of the Russell Midcap® Growth Index for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Class since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

2. VAM Funds (Lux) – US Small Cap Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.

The Compartment's assets will consist primarily of equity or equity-convertible securities of companies with market capitalizations of between \$100 million and \$1.5 billion that are generally trading at a price lower than their historic high and are listed in the United States or dealt on another United States Regulated Market. However, the Investment Manager may cause the Compartment to invest in companies with higher or lower market capitalizations. The Compartment may invest in American Depository Receipts (ADRs), American Depository Shares and exchange traded funds, providing an exposure to the assets described above.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

There can be no assurance that the Compartment will achieve its objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription: USD 10,000 / EUR 8,000 / GBP 5,000

VAM FUNDS (LUX)

Subsequent minimum subscriptions: USD 1,000 / EUR 800 / GBP 500
Minimum holding: USD 10,000 / EUR 8,000 / GBP 5,000

Class B, Class D and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Class D Shares may in addition only be subscribed by investors having entered into a specific agreement with the Advisory Company. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription: USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions: USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding: USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class D shall be subject to the following minima:

Minimum initial subscription: USD 1,500,000 / EUR 1,200,000 / GBP 750,000
Subsequent minimum subscriptions: USD 150,000 / EUR 120,000 / GBP 75,000
Minimum holding: USD 1,500,000 / EUR 1,200,000 / GBP 750,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription: USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions: USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding: USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.
No subscription minimum or holding minimum applies to Class C.

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the US economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the US equity markets.

Initial Subscription period

Shares in USD Classes were initially launched on 31st March, 2006.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

VAM FUNDS (LUX)

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares:	2.25% per annum.
Class C Shares:	0.75% per annum.
Class D Shares:	1.50% per annum.
Class E Shares:	1.50% per annum.

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis in relation to Class A, Class B, Class C and Class D Shares, with the amount based on the relative performance of these Classes to the Russell 2000® Growth Index and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the return of the relevant Class, after advisory fees and other fees and expenses attributable to the Class for the quarter less the return of the Russell 2000® Growth Index for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Class since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

3. VAM Funds (Lux) – US Micro Cap Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.

The Compartment's assets will consist primarily of equity or equity-convertible securities of companies with perceived high growth potential and listed in the United States or dealt in on another United States Regulated Market with aggregate market capitalizations of less than \$500 million, including companies with market capitalization of less than \$200 million. However, the Investment Manager may cause the Compartment to invest in companies with higher or lower market capitalizations. The Compartment may invest in American Depository Receipts (ADRs), American Depository Shares and exchange traded funds, providing an exposure to the assets described above.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

There can be no assurance that the Compartment will achieve this objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. The Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

VAM FUNDS (LUX)

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

Class B and Class D Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Class D Shares may in addition only be subscribed by investors having entered into a specific agreement with the Advisory Company. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class D shall be subject to the following minima:

Minimum initial subscription:	USD 1,500,000 / EUR 1,200,000 / GBP 750,000
Subsequent minimum subscriptions:	USD 150,000 / EUR 120,000 / GBP 75,000
Minimum holding:	USD 1,500,000 / EUR 1,200,000 / GBP 750,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the US economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the US equity markets.

Initial Subscription period

Shares in USD Classes were initially launched on 31st March, 2006.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

VAM FUNDS (LUX)

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares:	2.25% per annum.
Class C Shares:	0.75% per annum.
Class D Shares:	1.75% per annum.

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis, with the amount based on the relative performance of this Compartment to the Russell Microcap® Growth Index and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the Compartment's return, after advisory fees and other fees and expenses attributable to the Compartment for the quarter less the return of the Russell Microcap® Growth Index for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Compartment since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

4. VAM Funds (Lux) – US Large Cap Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve long term capital appreciation through investment in a diversified portfolio of U.S. stocks. The Investment Manager shall invest the Compartment's assets in what it believes are some of the world's finest, growing companies - large enterprises that are leaders in their respective fields and operate businesses with superior economics.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

There can be no assurance that the Compartment will achieve its objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment as from 31st March, 2007.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

VAM FUNDS (LUX)

Class B and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the US economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the US equity markets.

Initial Subscription period

Shares in USD Classes were initially launched on 31st March, 2006.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

VAM FUNDS (LUX)

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares: 2.25% per annum.

Class C Shares: 0.75% per annum.

Class E Shares: 1.50% per annum.

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis in relation to Class A, Class B and Class C Shares, with the amount based on the relative performance of these Classes to the Russell 1000® Growth Index and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the return of the relevant Class, after advisory fees and other fees and expenses attributable to the Class for the quarter less the return of the Russell 1000® Growth Index for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Class since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

5. VAM Funds (Lux) – Emerging Markets Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to maximize capital appreciation over each full market cycle. To achieve this objective the Compartment will invest primarily in equity securities of companies in emerging markets. The Compartment may invest in companies with limited operating histories.

The Compartment uses a growth style of investment by investing in stocks the Investment Manager believes have some or all of the following characteristics:

- dominant products or market niches
- improved sales outlook or opportunities
- demonstrated sales growth and earnings
- cost restructuring programmes which are expected to positively affect company earnings
- increased order backlogs, new product introductions, or industry developments which are expected to positively affect company earnings.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

The Compartment will invest in securities of issuers of emerging countries and investors should be aware that such investments are more speculative and subject to greater risk than those in securities of issuers of developed countries. Emerging markets may be volatile and illiquid and the investments of the Compartment in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Compartment may be higher than for Compartments investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Compartment, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Compartment's Shares may be subject to significant volatility. Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets. There are no specific limitations on the percentage of assets that may be invested in the securities of issuers located in any one country at a given time; the Compartment may invest significant assets in any single emerging market country.

Foreign securities may include securities of companies located outside of the United States, American Depositary Receipts (ADRs) Global Depositary Receipts (GDRs), exchange traded funds and other international and global investment instruments providing an exposure to the assets described above.

VAM FUNDS (LUX)

There can be no assurance that the Compartment will achieve its objective.

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E Shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

Class B and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

VAM FUNDS (LUX)

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the emerging markets economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the emerging markets stocks, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the emerging markets.

Initial Subscription period

Shares in USD Classes were initially launched on 31st May, 2007.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares: 2.25% per annum.

Class C Shares: 0.75% per annum.

Class E Shares: 1.50% per annum.

VAM FUNDS (LUX)

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis, with the amount based on the relative performance of this Compartment to the MSCI Emerging Markets TR Growth Gross Index (USD) and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the Compartment's return, after advisory fees and other fees and expenses attributable to the Compartment for the quarter less the return of the MSCI Emerging Markets TR Growth Gross Index (USD) for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Compartment since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

6. VAM Funds (Lux) – World Growth Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.

The Compartment invests primarily in equity securities of both U.S. and non-U.S. companies exhibiting strong growth characteristics. Under normal market conditions, the Compartment primarily invests in common stocks and other equity securities, including preferred stocks, both within and outside the U.S., whose market capitalization is greater than \$1.0 billion at the time of investment, although the Compartment may invest in companies with lower market capitalizations if market conditions suggest doing so will help the Compartment achieve its objective. The Compartment seeks to be opportunistic in pursuing companies that meet its criteria regardless of geographic location and, therefore, at certain times, the Compartment could have sizeable positions in either developed countries or emerging markets. The Compartment may invest in companies with limited operating histories.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

The Compartment may invest in securities of issuers of emerging countries and investors should be aware that such investments are more speculative and subject to greater risk than those in securities of issuers of developed countries. Emerging markets may be volatile and illiquid and the investments of the Compartment in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Compartment may be higher than for Compartments investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Compartment, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Compartment's Shares may be subject to significant volatility. Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

Foreign securities may include securities of companies located outside of the United States, American Depositary Receipts (ADRs) Global Depositary Receipts (GDRs), exchange traded funds and other international and global investment instruments providing an exposure to the assets described above.

There can be no assurance that the Compartment will achieve its objective.

VAM FUNDS (LUX)

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E Shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

Class B and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

VAM FUNDS (LUX)

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the global economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the global equity markets.

Initial Subscription period

Shares in USD Classes were initially launched on 25th July, 2008.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares: 2.25% per annum.

Class C Shares: 0.75% per annum.

Class E Shares: 1.50% per annum.

VAM FUNDS (LUX)

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis in relation to Class A, Class B and Class C Shares, with the amount based on the relative performance of these Classes to the MSCI All Country World Growth Index (USD) and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the return of the relevant Class, after advisory fees and other fees and expenses attributable to the Class for the quarter less the return of the MSCI All Country World Growth Index (USD) for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Class since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

7. VAM Funds (Lux) – International Real Estate Equity Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation over each full market cycle. To achieve this objective the Compartment will invest in an unleveraged portfolio of equity and equity-convertible securities and cash or cash equivalents.

The Compartment invests at least 80% of its assets in a portfolio consisting of securities of companies engaged in real estate and real estate related activities outside the United States. Current income is a secondary consideration. The Compartment will seek to invest in securities of real estate companies and trusts exhibiting superior growth in earnings, dividends and assets relative to other real estate companies. Generally, such earnings, dividend and asset growth are indicative of other fundamental strengths of the securities' issuers, such as revenue growth, newly implemented cost efficiencies, acquisition/sale of real estate and industry developments. The Compartment is not limited to investing in companies of any particular size, and the Compartment will invest in companies with various levels of capitalization.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, investment in liquid assets and debt instruments of any kind will not exceed 15% of the Compartment's net assets.

The Compartment may invest in securities of issuers of emerging countries and investors should be aware that such investments are more speculative and subject to greater risk than those in securities of issuers of developed countries. Emerging markets may be volatile and illiquid and the investments of the Compartment in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Compartment may be higher than for Compartments investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Compartment, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Compartment's Shares may be subject to significant volatility. Some of these markets may not be subject to accounting, auditing and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

Foreign securities may include securities of companies located outside of the United States, American Depositary Receipts (ADRs) Global Depositary Receipts (GDRs), exchange traded funds and other international and global investment instruments providing an exposure to the assets described above.

There can be no assurance that the Compartment will achieve its objective.

VAM FUNDS (LUX)

Investment Manager

Driehaus Capital Management LLC ("Driehaus") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

Driehaus is a limited liability company formed in the state of Delaware, United States of America. Driehaus' principal place of business is at 25 East Erie Street, Chicago, Illinois 60611, U.S.A. Richard H. Driehaus is Driehaus' chief investment officer, with overall responsibility for all portfolio management and investment analysis. The principal activity of Driehaus is the provision of investment management and advisory services. It is regulated in the United States of America by the Securities and Exchange Commission.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. Except for Class E shares, the Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500
Minimum holding:	USD 10,000 / EUR 8,000 / GBP 5,000

Class B and Class E Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class E shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

VAM FUNDS (LUX)

Profile of the typical investor

The Portfolio is suitable for investors seeking long-term growth through capital appreciation and who want to participate in the long-term growth of the global economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the stock market, who have an investment horizon of at least five to seven years, and who seek investment opportunities in the global equity markets primarily outside the United States.

Initial Subscription period

Shares in USD Classes were initially launched on 25th July, 2008.

The Board of Directors, at their absolute discretion, may decide to issue Shares in the Euro and Sterling Classes at such time as they deem to be in the best interest of the Fund.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out.

In relation to Class E Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated on each day that is a bank business day in Luxembourg and New York (each a "valuation day").

Advisory fees specific to this Compartment

Class A and Class B Shares:	2.25% per annum.
Class C Shares:	0.75% per annum.
Class E Shares:	1.50% per annum.

VAM FUNDS (LUX)

In addition to the Advisory Fee, a performance fee may be paid to the Advisory Company on a quarterly basis in relation to Class A, Class Band Class C Shares, with the amount based on the relative performance of these Classes to the S&P/Citigroup BMI World Property Ex-US Index (US\$ Total Returns)[®] and calculated on the average month-end assets during the quarter, subject to a high water mark provision. Relative performance is defined as the return of the relevant Class, after advisory fees and other fees and expenses attributable to the Class for the quarter less the return of the S&P/Citigroup BMI World Property Ex-US Index (US\$ Total Returns)[®] for the quarter. The high water mark is defined as the largest positive cumulative relative performance percentage figure for the Class since inception. A performance-based fee will only be paid in quarters where the cumulative relative performance exceeds the high water mark and where the quarter-end NAV per Share is equal or higher to the NAV per Share of the previous quarter-end. In such instances, the performance fee is computed as 20% of the difference between the current quarter's cumulative relative performance and the high water mark.

No performance fee is due in relation to Class E Shares.

8. VAM Funds (Lux) – VAM Asia Fixed Income Fund

Objectives and investment policy

The investment objective of the Compartment is to achieve significant capital appreciation as well as the generation of income through investment in Asian fixed income securities. To achieve this objective the Compartment will principally invest in and hold income yielding investment grade Asian corporate bonds.

The Compartment's assets will consist primarily of Asian (including Japan) corporate bonds, expressed in US Dollars and rated minimum BBB at the time of issuance, issued by companies with strong shareholder bases that are listed on stock exchanges or traded on regulated markets. In normal circumstances, the portfolio will be highly diversified as regards the country of domicile of the issuer as well as in regard to the issuers and will not hold more than 10% of any single bond issue. No more than 20% of the Compartment's assets will be invested in issuers of the same industry sector. This limit may be raised to 50% for bonds issued by issuers from the banking and financial services sector. Furthermore, no more than 25% of the Compartment's assets will be invested in issuers domiciled in the same country.

The Compartment may hold liquid assets on an ancillary basis. Under normal market conditions, the Compartment will not hold more than 15% of its net assets in liquid assets.

The Compartment may use derivative techniques and instruments for currency hedging purposes within the limits set out in the investment restrictions.

The Compartment may also, for the purpose of interest rate hedging, use derivative techniques and instruments, including, but not limited to, selling interest rate futures, call options, put options on interest rates, and interest rate swaps, for amounts not exceeding the corresponding risk of fluctuation of the corresponding portion of the Compartment's portfolio. Such contracts or options must be denominated in the currencies in which the assets of the Compartment are denominated, or in currencies which are likely to fluctuate in a similar manner, and they must be listed on an exchange or dealt in on a regulated market, provided however that they may be entered into by private agreement with highly rated financial institutions specialising in this type of transaction.

The Compartment may invest in securities of issuers of emerging countries and investors should be aware that such investments are more speculative and subject to greater risk than those in securities of issuers of developed countries. Emerging markets may be volatile and illiquid and the investments of the Compartment in such markets may be subject to significant delays in settlement. The risk of significant fluctuations in the net asset value and of the suspension of redemptions in the Compartment may be higher than for Compartments investing in major world markets. In addition, there may be a higher than usual risk of political, economic, social and religious instability and adverse changes in government regulations and laws in less developed or emerging markets. The assets of the Compartment, as well as the income derived therefrom, may also be affected unfavourably by fluctuations in currency rates and exchange control and tax regulations and consequently the net asset value of the Compartment's Shares may be subject to significant volatility. Some of these markets may not be subject to accounting, auditing

and financial reporting standards and practices comparable to those of more developed countries and the securities markets of such markets may be subject to unexpected closure. In addition, there may be less government supervision, legal regulation and less well defined tax laws and procedures than in countries with more developed securities markets.

Investors should note that the use of derivative instruments entails certain risks that may have a negative impact on the performance of the Compartment.

There can be no assurance that the Compartment will achieve its objective.

Investors should read the section “Tax status” of this Prospectus.

Investment Manager

Enhanced Investment Products Limited ("EIP") has been appointed as Investment Manager to manage the investment and reinvestment of the assets of the Compartment.

EIP is a company incorporated on 23rd January, 2002 under the laws of Hong Kong. Its registered office is at 2601, 8 Wyndham Street, Central, Hong Kong. The principal activity of EIP is the provision of investment management and advisory services. It is regulated in Hong Kong by Securities and Futures Commission.

EIP may enter with broker-dealers that are entities and not individuals into soft commission arrangements only where there is a direct and identifiable benefit to EIP's clients, including the Compartment, and where EIP are satisfied that the transactions generating the soft commissions are made in good faith, in strict compliance with applicable regulatory requirements and in the best interest of the Compartment. Any such arrangement must be made by EIP on terms commensurate with best market practice. The use of soft commissions shall be disclosed in the periodic reports.

Classes of Shares

The Compartment currently contains the following Classes of Shares, each available in US Dollars, Euros and Sterling. The Euro and Sterling Classes will systematically hedge their currency exposure to the US Dollar in the forward currency market. The minima indicated below in USD, EUR and GBP for each Share Class of this Compartment respectively apply to the US Dollar, Euro and Sterling Share Classes:

Class A Shares

These Shares shall be normally available in accordance with the provisions of the Prospectus and this Appendix. Class A Shares are available as accumulation (“Class A (acc) Shares”) and as distribution (“Class A (dist) Shares”) (Collectively “Class A Shares”) with such income distribution policy as disclosed hereafter. Investments in Shares of Class A shall be subject to the following minima:

Minimum initial subscription:	USD 10,000 / EUR 8,000 / GBP 5,000
Subsequent minimum subscriptions:	USD 1,000 / EUR 800 / GBP 500

VAM FUNDS (LUX)

Minimum holding: USD 10,000 / EUR 8,000 / GBP 5,000

Class B and Class E (dist) Shares

These Shares shall be reserved for investments made by investors qualifying as institutional investors within the meaning of article 129 of the Luxembourg law of 20th December, 2002. Class B Shares are available as accumulation (“Class B (acc) Shares”) and as distribution (“Class B (dist) Shares”) (Collectively “Class B Shares”) with such income distribution policy as disclosed hereafter. Investments in Shares of Class B shall be subject to the following minima:

Minimum initial subscription:	USD 20,000 / EUR 16,000 / GBP 10,000
Subsequent minimum subscriptions:	USD 2,000 / EUR 1,600 / GBP 1,000
Minimum holding:	USD 20,000 / EUR 16,000 / GBP 10,000

Investments in Shares of Class E (dist) shall be subject to the following minima:

Minimum initial subscription:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000
Subsequent minimum subscriptions:	USD 500,000 / EUR 400,000 / GBP 250,000
Minimum holding:	USD 5,000,000 / EUR 4,000,000 / GBP 2,500,000

Class C Shares

These shares may only be subscribed by investment funds of the VAM group.

No subscription minimum or holding minimum applies to Class C.

Profile of the typical investor

The Portfolio is suitable for investors seeking medium-term growth through capital appreciation as well as the generation of income and who want to participate in the Asian economy. It is also suitable for investors wishing to diversify their investment portfolios, who are comfortable with and understand the risks of investing in the bond market (and in particular in higher yielding bonds), who have a medium-term investment horizon, and who seek investment opportunities in the Asian bond markets.

Initial Subscription period

All Share Classes will initially be offered from 27th July 2009 to 31st July 2009 at an initial price of 100 USD / 100 GBP / 100 EUR each which must be received by the Custodian by 4 p.m. Luxembourg time on 31st July 2009.

Income distribution policy

This Compartment pursues a policy of achieving capital growth and reinvests income earned; as a result, no dividend shall be paid out unless otherwise explicitly provided for hereafter.

In relation to Class A (dist) and Class B (dist) Shares, the Fund intends to distribute a semi-annual dividend to the Shareholders of such Class.

VAM FUNDS (LUX)

In relation to Class E (dist) Shares, it is the Fund's intention to distribute an annual dividend to the Shareholders of such Class in order to qualify as a fund with UK distributing status.

Reference currency

The reference currency of the Compartment is the US Dollar.

Subscriptions/Redemptions/Conversions

For any subscription, redemption or conversion received by the Central Administration prior to 4 p.m. Central European Time ("CET") two business days prior to a valuation day, the net asset value calculated on that valuation day will be applicable

For any subscription, redemption or conversion received by the Central Administration after 4 p.m. two business days prior to a valuation day, the net asset value applicable will be the net asset value as calculated on the following valuation day.

A subscription fee up to 3% of the subscription proceeds (representing up to 3.10% of the net assets value of the shares being subscribed) may be charged for the benefit of distributors and other financial intermediaries.

Frequency of calculation of NAV

The net asset value of each Class within the Compartment shall be calculated in relation to the last day of each week that is a bank business day in Luxembourg (each a "valuation day"). The net asset value of each Class thus calculated shall be published within two bank business days of the relevant valuation day.

Advisory fees specific to this Compartment

Class A and Class B Shares:	1.20% per annum.
Class C Shares:	0.40% per annum.
Class E (dist) Shares:	0.80% per annum.

Tax Status

Because of its investment objective and policy, it is expected that the Compartment will in principle be affected by the EUSD Law.

Investors should read the section "Tax status" of this Prospectus.