

## A Sub-Fund of Morgan Stanley Investment Funds

# Euro Corporate Bond Fund

**BROAD MARKETS FIXED INCOME TEAM**

### Performance Review

In the one month period ending 31 December 2025, the Fund's I shares returned -0.16% (net of fees)<sup>1</sup>, while the benchmark returned -0.19%.

The performance can be attributed to the following factors.

The portfolio's overall investment grade credit positioning had a positive impact on performance.

The portfolio is positioned to be overweight financials and underweight industrials when measured in duration times spread terms.

Positions within investment grade financials were drivers of positive performance because of the overweight to banking and insurance.

In contrast, positions within investment grade industrials detracted from performance, specifically the underweight to capital goods and the overweight to consumer non-cyclical.

The overweight to investment grade utility had a positive impact on performance, specifically the overweight to electric.

The overweight in high yield and government-related positions contributed positively to performance.

The overweight in duration positioning had a negative impact on performance due to the overweight to euro rates, which rose during the period.

### Market Review

In a seasonally quiet month, a strong technical (sizeable inflows into investment grade credit and light primary issuance), coupled with limited surprises from multiple central bank meetings, helped global investment grade credit spreads tighten in December.

Government bond yields moved higher following supportive economic data. The German 10-year government bond yield closed 17 basis points (bps) higher in yield at 2.85% while the 10-year U.S. government bond closed 15 bps higher at 4.17%.<sup>2</sup> Eurozone front-end yields also moved higher as markets priced in a 20% likelihood of a European Central Bank (ECB) rate hike by the end of 2026 after several hawkish comments by Governing Council members.

In Europe, the ECB kept its policy rate unchanged at 2%, while lifting its growth and inflation expectations for 2026. The December meeting outcome and the recent comments by the Governing Council members suggested that the bar for another rate cut is very high. The central bank's outlook for growth is robust, as German fiscal stimulus has started to positively impact sentiment data, but concerns about sticky services inflation remain. As a result, the market has become comfortable with the next ECB move being a hike, leading to the front-end settling in a new, higher range.

In the U.S., the Federal Open Market Committee cut the federal funds rate by 25 bps. The Summary of Economic Projections maintained the median federal funds rate forecast at 3.4% for 2026 and 3.1% for 2027 (unchanged from September), with the Committee signalling a shift to data-dependent policy as rates now sit within the range of neutral estimates. In addition, the Committee announced the initiation of Treasury bill purchases for reserve management purposes at a pace of \$40 billion per month starting 12 December 2025, which was more than many were expecting and it saw the front end of the curve and swap spreads benefit, as it should alleviate funding pressures.

In the U.K., the Bank of England cut rates to 3.75%, with a 5-4 vote split as Governor Bailey supported the doves. The market interpreted the decision somewhat hawkishly, due to the minutes mentioning that as the policy rate gets close to neutral, "judgements for individual members around further policy easing would become a closer call". Still, as the Bank Rate is set to continue on a "gradual downward path", the Bank has maintained its easing bias.

Global investment grade spreads closed the month 3 bps tighter at +80 bps, driven by a supportive technical backdrop with limited issuance, coupled with robust year-end inflows into the asset class.

European investment grade corporate spreads closed the month 5 bps tighter at +78 bps, outperforming U.S. investment grade, which tightened by 2 bps, also closing the month at +78 bps. European and U.S. swap spreads were wider, whilst synthetic/credit default swap spreads outperformed cash spreads.

Within euro investment grade sectors, industrials (-5 bps) and utilities (-5 bps) outperformed financials (-3 bps), reversing their underperformance from prior month. Within non-financial sectors, transportation outperformed, while sub-sectors like building materials and metals also performed strongly. Within financials, outperformance came from the subordinated insurance space. Subordination risk outperformed with subordinated financials 6 bps tighter and corporate hybrids 10 bps tighter. By country, French

<sup>1</sup> Source: Morgan Stanley Investment Management. Data as of 31 December 2025.

<sup>2</sup> Source for all yields and spreads data unless otherwise noted: Bloomberg L.P. Data as of 31 December 2025.

risk marginally outperformed, as political and fiscal risk continued to subside (the spread difference between 10-year yields in Germany and 10-year yields in France closed the year at 70 bps, having been as wide as 90 bps previously).

Within U.S. investment grade sectors, industrials (-3 bps) and utilities (-3 bps) outperformed financials (-3 bps), with lighter issuance in the industrials space relative to November supporting performance. There was some sector dispersion intra-sectors with life insurance and brokerage/asset management (-7 bps) significantly outperforming banks (-1 bps), reversing the underperformance from prior month. Within industrials, energy (-5 bps), basic industry (-5 bps) and consumer cyclicals (-5 bps) outperformed, whilst technology (0 bps) and communications (-1 bps) lagged. By maturity, intermediate maturities (5-7 year and 7-10 year parts of the credit curve) outperformed. By rating, BBB-rated debt (-4 bps) outperformed higher quality corporates.

Corporate news flow was light in December. That said, merger and acquisition (M&A) announcements continued. U.S. pharmaceutical company Cencora (bonds 10 bps wider) agreed to buy a majority equity stake in OneOncology at a \$7.4 billion enterprise value. Cencora will pay \$3.6 billion for the stake and will retire \$1.3 billion of corporate debt, implying a total cash consideration of \$5 billion. IBM agreed to buy Confluent for \$11 billion. Diageo agreed to sell its majority stake in East African Breweries to Asahi for \$3 billion. Asahi's rating was placed on watch by Moody's due to the debt-funded acquisition. Holcim agreed to buy a majority stake in Cementos Pacasmayo at a \$1.5 billion enterprise value. Smiths Group agreed to sell its detection business for £2 billion enterprise value. In general, M&A activity remains skewed to the U.S.

A strong technical supported the European investment grade market in December. Primary issuance was seasonally light, albeit coming in higher than expected at €14 billion (vs. €6 billion forecast). That took 2025 gross issuance to €762 billion (+17% year-over-year), with €431 billion coming from non-financials (+17% year-over-year) and €331 billion from financials (+18% year-over-year).<sup>3</sup>

In U.S. investment grade, gross primary issuance came in at \$161 billion (vs. \$90 billion expected) due to higher-than-expected issuance to fund artificial intelligence (AI) capital expenditure (Oracle and Meta combined accounted for approximately \$50 billion). October was the largest month on record and the second month in a row to set a new high after September 2025 printed a record \$216 billion. That took year-to-date issuance to \$1.51 trillion (+6.0% year-over-year).<sup>3</sup>

On the demand side, inflows into the asset class continued at a strong/record pace with investors continuing to reach for the "all-in" yield offered by investment grade credit (helped by the move higher in "risk-free" yields during the month). Idiosyncratically, the market remains alert to the risk of elevated M&A or AI capital expenditure related supply, and we are expecting non-financial supply to drive higher net issuance in 2026.

## Portfolio Activity

No significant changes to note.

## Strategy and Outlook

### Strategy

In the portfolio, we continue our overweight position to credit risk, as we remain constructive on credit from a fundamentals perspective. We therefore prefer to take this position through default risk (duration times spread) rather than general market beta (spread duration).

We remain biased towards financials over non-financials. Financials continue to present strong fundamentals and attractive valuations relative to non-financial credits. We remain underweight industrials on concerns over continued downward ratings migration into BBBs, increased merger and acquisition risk, shareholder-interest focused activity (dividends and buybacks), technological disruption and increasing idiosyncratic news. We thematically prefer regulated business models over unregulated (i.e., utilities) to hedge these risks. We also remain selective in off-benchmark holdings of high yield and government-related bonds.

In terms of interest rate risk, we are overweight in duration terms versus the benchmark. We also continue to look for new issues to take advantage of new opportunities in the primary market.

### Outlook

Looking forward, our base case remains constructive for credit supported by:

1. Expectations for low but positive growth, resulting in low default risk
2. Monetary and fiscal policy that remains supportive of growth/employment/consumption
3. Strong corporate fundamentals heading into a period where late-cycle behaviour is likely to increase, including M&A, capital expenditure (mainly AI and infrastructure related), higher share buybacks/dividends) – making security/sector selection increasingly important
4. Strong demand for the "all-in" yield offered by investment grade credit should provide cushion for the likely increase in 2026 corporate bond issuance (mainly from non-financial corporates, funding M&A and capital expenditure) – security/sector selection will be increasingly important

When looking at credit spreads, we think market valuations (below the long-run average) are justified by a strong fundamental and technical (demand) backdrop and see carry as the main driver of return, with additional gains coming from sector and, increasingly, security selection. Given an uncertain medium-term fundamental backdrop (U.S./Trump administration policy uncertainty, political

<sup>3</sup> Source for all issuance data unless otherwise noted: Bank of America (BoFA). Data as of 31 December 2025.

tensions, uncertain growth outlook, above-target inflation in the U.S., increased idiosyncratic news flow) and the risk of primary issuance picking up in the first quarter of 2026 (M&A, AI and infrastructure capital expenditure related issuance), we have less confidence in material spread tightening (not to be ruled out), therefore leaving spread duration positioned a small long relative to the benchmark with plenty capacity to add on weakness.

**For further information, please contact your Morgan Stanley Investment Management representative.**

## Fund Facts

Launch date	04 September 2001
Base currency	Euro
Benchmark	Custom- Blended Benchmark

## Calendar Year Returns (%)

Past performance is not a reliable indicator of future results.

	YTD	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Class I Shares	3.38	3.38	5.19	9.39	-14.22	-0.42	3.31	8.52	-3.29	4.45	5.85
Blended Benchmark	3.03	3.03	4.74	8.19	-13.65	-0.97	2.77	6.24	-1.25	2.41	4.73

All performance data is calculated NAV to NAV, net of fees, and does not take account of commissions and costs incurred on the issue and redemption of shares. The sources for all performance and index data is Morgan Stanley Investment Management (MSIM Ltd). **Please visit our website [www.morganstanley.com/im](http://www.morganstanley.com/im) to see the latest performance returns for the fund's other share classes.**

## Share Class I Risk and Reward Profile

- The fund may be impacted by movements in the exchange rates between the fund's currency and the currencies of the fund's investments.
- The value of bonds are likely to decrease if interest rates rise and vice versa.
- The value of financial derivative instruments are highly sensitive and may result in losses in excess of the amount invested by the Sub-Fund.
- Issuers may not be able to repay their debts, if this happens the value of your investment will decrease. This risk is higher where the fund invests in a bond with a lower credit rating.
- The fund relies on other parties to fulfill certain services, investments or transactions. If these parties become insolvent, it may expose the fund to financial loss.
- Sustainability factors can pose risks to investments, for example: impact asset values, increased operational costs.
- There may be an insufficient number of buyers or sellers which may affect the funds ability to buy or sell securities.
- Investment in Fixed Income Securities via the China Interbank Bond Market may also entail additional risks, such as counterparty and liquidity risk.

- Past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations. The value of investments and the income from them can go down as well as up and investors may lose all or a substantial portion of his or her investment.
- The value of the investments and the income from them will vary and there can be no assurance that the Fund will achieve its investment objectives.
- Investments may be in a variety of currencies and therefore changes in rates of exchange between currencies may cause the value of investments to decrease or increase. Furthermore, the value of investments may be adversely affected by fluctuations in exchange rates between the investor's reference currency and the base currency of the investments.

Please refer to the Prospectus for full risk disclosures, available at [www.morganstanleyinvestmentfunds.com](http://www.morganstanleyinvestmentfunds.com). All data as of 31.12.2025 and subject to change daily.

Applications for shares in the Sub-Fund should not be made without first consulting the current Prospectus and the Key Information Document ("KID") or Key Investor Information Document ("KIID"), which are available in English and in the language of countries authorized for fund distribution and is available online at [Morgan Stanley Investment Funds Webpages](http://Morgan Stanley Investment Funds Webpages) or free of charge from the Registered Office at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, R.C.S. Luxembourg B 29 192.

The summary of investor rights is available in the aforementioned languages and website location under the General Literature section.

Information in relation to sustainability aspects of the Fund is available from the Prospectus of the Fund.

If the management company of the relevant Fund decides to terminate its arrangement for marketing that Fund in any EEA country where it is registered for sale, it will do so in accordance with the UCITS rules.

## IMPORTANT INFORMATION

This material has been prepared solely for informational purposes and does not constitute an offer or a recommendation to buy or sell any particular security or to adopt any specific investment strategy. Investors should be aware that a diversified strategy does not protect against a loss in a particular market.

All investments involve risks, including the possible loss of principal. The material contained herein has not been based on a consideration of any individual client circumstances and is

not investment advice, nor should it be construed in any way as tax, accounting, legal or regulatory advice. To that end, investors should seek independent legal and financial advice, including advice as to tax consequences, before making any investment decision.

The use of leverage increases risks, such that a relatively small movement in the value of an investment may result in a disproportionately large movement, unfavourable as well as favourable, in the value of that investment and, in turn, the value of the Fund.

Investment in the Fund concerns the acquisition of units or shares in a fund, and not in a given underlying asset such as building or shares of a company, as these are only the underlying assets owned.

Morgan Stanley Investment Management 'MSIM', the asset management division of Morgan Stanley (NYSE: MS), has not authorised financial intermediaries to use and to distribute this material, unless such use and distribution is made in accordance with applicable law and regulation. MSIM shall not be liable for, and accepts no liability for, the use or misuse of this material by any such financial intermediary.

The whole or any part of this material may not be directly or indirectly reproduced, copied, modified, used to create a derivative work, performed, displayed, published, posted, licensed, framed, distributed or transmitted or any of its contents disclosed to third parties without the Firm's express written consent. This material may not be linked to unless such hyperlink is for personal and non-commercial use. All information contained herein is proprietary and is protected under copyright and other applicable law.

This material may be translated into other languages. Where such a translation is made, this English version remains definitive; any discrepancies with another language, the English version prevails.

This material has been prepared on the basis of publicly available information, internally developed data and other third-party sources believed to be reliable. However, no assurances are provided regarding the reliability of such information and MSIM, the Firm has not sought to independently verify information taken from public and third-party sources.

Forecasts and/or estimates provided herein are subject to change and may not actually come to pass. Information regarding expected market returns and market outlooks is based on the research, analysis and opinions of the authors or the investment team. These conclusions are speculative in nature, may not come to pass and are not intended to predict the future performance of any specific strategy or product the Firm offers. Future results may differ significantly depending on factors such as changes in securities or financial markets or general economic conditions.

Charts and graphs provided herein are for illustrative purposes only and subject to change.

## INDEX INFORMATION

The Blended Index performance shown is calculated using the **MSCI ECCI Index** from inception through 31 May 2007 and the **Bloomberg Euro-Aggregate Corporate Index** thereafter.

The **Bloomberg Euro-Aggregate: Corporates bond index** is a rules based benchmark measuring investment grade, EUR denominated, fixed rate, and corporate only. Only bonds with a maturity of 1 year and above are eligible.

The **MSCI Euro Credit Corporate Index (ECCI)** includes fixed rate corporate debt denominated in the euro.

"Bloomberg®" and the Bloomberg Index/Indices used are service marks of Bloomberg Finance L.P. and its affiliates, and have been licensed for use for certain purposes by Morgan Stanley Investment Management (MSIM). Bloomberg is not affiliated with MSIM, does not approve, endorse, review, or recommend any product, and does not guarantee the timeliness, accurateness, or completeness of any data or information relating to any product.

The indexes are unmanaged and do not include any expenses, fees, or sales charges. It is not possible to invest directly in an index.

Any index referred to herein is the intellectual property (including registered trademarks) of the applicable licensor. Any product based on an index is in no way sponsored, endorsed, sold or promoted by the applicable licensor and it shall not have any liability with respect thereto. The Sub-Fund is actively managed, and the management of the fund is not constrained by the composition of the Benchmark.

A blended benchmark has been used because there has been a change in benchmark during the reporting period shown.

## DISTRIBUTION

**This material is only intended for and will be only distributed to persons resident in jurisdictions where such distribution or availability would not be contrary to local laws or regulations. It is the responsibility of any person in possession of this material and any persons wishing to make an application for Shares in pursuant to the Prospectus to inform themselves and observe all applicable laws and regulations of any relevant jurisdictions.**

**MSIM and its affiliates have arrangements in place to market each other's products and services. Each MSIM affiliate is regulated as appropriate in the jurisdiction it operates. MSIM's affiliates are: Eaton Vance Advisers International Ltd, Calvert Research and Management, Eaton Vance Management, Parametric Portfolio Associates LLC, Atlanta Capital Management LLC and Parametric SAS.**

**In the EU**, this material is issued by MSIM Fund Management (Ireland) Limited (FMIL). FMIL is regulated by the Central Bank of Ireland and is incorporated in Ireland as a private company limited by shares with company registration number 616661 and has its registered address at 24-26 City Quay, Dublin 2, DO2 NY19, Ireland.

**Outside the EU**, this material is issued by MSIM Ltd is authorized and regulated by the Financial Conduct Authority. Registered in England. Registered No. 1981121. Registered Office: 25 Cabot Square, Canary Wharf, London E14 4QA.

**Switzerland:** MSIM materials are available in German and are issued by Morgan Stanley & Co. International plc, London (Zurich Branch) Authorised and regulated by the Eidgenössische Finanzmarktaufsicht ("FINMA"). Registered Office: Beethovenstrasse 33, 8002 Zurich, Switzerland.

**Saudi Arabia:** This document may not be distributed in the Kingdom except to such persons as are permitted under the Investment Funds Regulations issued by the Capital Market Authority. The Capital Market Authority does not make any representation as to the accuracy or completeness of this document, and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this document. Prospective subscribers of the securities offered hereby should conduct their own due diligence on the accuracy

of the information relating to the securities to be offered. If you do not understand the contents of this document, you should consult an authorised financial adviser.

This financial promotion was issued and approved for use in Saudi Arabia by Morgan Stanley Saudi Arabia, Al Rashid Tower, Kings Sand Street, Riyadh, Saudi Arabia, authorized and regulated by the Capital Market Authority license number 06044-37.

**Hong Kong:** This material is disseminated by Morgan Stanley Asia Limited for use in Hong Kong and shall only be made available to "professional investors" as defined under the Securities and Futures Ordinance of Hong Kong (Cap 571). The contents of this material have not been reviewed nor approved by any regulatory authority including the Securities and Futures Commission in Hong Kong. Accordingly, save where an exemption is available under the relevant law, this material shall not be issued, circulated, distributed, directed at, or made available to, the public in Hong Kong.

**Singapore:** This material should not be considered to be the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore other than (i) to an institutional investor under section 304 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA"); or (ii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. In particular, for investment funds that are not authorized or recognized by the MAS, units in such funds are not allowed to be offered to the retail public; any written material issued to persons as aforementioned in connection with an offer is not a prospectus as defined in the SFA and, accordingly, statutory liability under the SFA in relation to the content of prospectuses does not apply, and investors should consider carefully whether the investment is suitable for them. In cases where you are dealing with a representative of Morgan Stanley Asia Limited, and where such representative is acting on behalf of Morgan Stanley Asia Limited, please note that such representative is not subject to regulatory requirements issued by the Monetary Authority of Singapore nor is under the supervision of the Monetary Authority of Singapore. For any issues which may arise in your dealing with such representative, please approach the Singapore-based contact person who has been established as your local contact person.

**Australia:** This material is provided by Morgan Stanley Investment Management (Australia) Pty Ltd ABN 22122040037, AFSL No. 314182 and its affiliates and does not constitute an offer of interests. Morgan Stanley Investment Management (Australia) Pty Limited arranges for MSIM affiliates to provide financial services to Australian wholesale clients. Interests will only be offered in circumstances under which no disclosure is required under the Corporations Act 2001 (Cth) (the "Corporations Act"). Any offer of interests will not purport to be an offer of interests in circumstances under which disclosure is required under the Corporations Act and will only be made to persons who qualify as a "wholesale client" (as defined in the Corporations Act). This material will not be lodged with the Australian Securities and Investments Commission.

**Chile:** Potential investors are advised that this document refers to foreign securities that may be registered in the Foreign Securities Register ("FSR") from the Commission for Financial Markets (Comisión para el Mercado Financiero or "CMF") (the "Registered Securities") or that may not be registered in the FSR (the "Non-Registered Securities").

**For Registered Securities, please be advised:** The securities being offered are foreign. Shareholder rights and obligations are those

of the issuer's home jurisdiction. Shareholders and potential investors should inform themselves on what those rights and obligations are and how to exercise them. CMF supervision of the securities is limited to information requirements in Rule 352, overall supervision is conducted by the foreign regulator in the issuer's home jurisdiction. Public information available for the securities is exclusively that required by the foreign regulator and accounting principles and auditing rules might differ to those applicable to Chilean issuers. The provisions on Article 196 of Law 18.045 are applicable to all parties involved in the registration, deposit, transaction and other acts associated with the foreign securities ruled by Title XXIV of Law 18.045.

**For Non-Registered Securities, please be advised:** THE SECURITIES INCLUDED IN THIS DOCUMENT ARE NOT REGISTERED IN THE FSR AND OFFERS REGARDING SUCH SECURITIES WILL BE CONDUCTED SUBJECT TO GENERAL RULE N°336 OF THE CMF, BEGINNING AT THE DATE OF THIS DOCUMENT. THESE ARE FOREIGN SECURITIES AND THEIR ISSUER IS UNDER NO OBLIGATION TO PROVIDE PUBLIC DOCUMENTS IN CHILE. THE SECURITIES ARE NOT SUBJECT TO THE SUPERVISION OF THE CMF AND CANNOT BE PUBLICLY OFFERED. THEREFORE, THIS DOCUMENT AND OTHER OFFERING MATERIALS RELATING TO THE OFFER OF THE INTERESTS IN THE FUND DO NOT CONSTITUTE A PUBLIC OFFER OF, OR AN INVITATION TO SUBSCRIBE FOR OR PURCHASE, THE FUND INTERESTS IN THE REPUBLIC OF CHILE.

Please contact your local Distributor or the person who provided this document for information on the registration status of specific securities.

**Peru:** The Fund is a sub Fund of the Morgan Stanley Investment Funds, a Luxembourg domiciled Société d'Investissement à Capital Variable (the "Company") is registered in the Grand Duchy of Luxembourg as an undertaking for collective investment pursuant to Part 1 of the Law of 17th December 2010, as amended. The Company is an Undertaking for Collective Investment in Transferable Securities ("UCITS"). If the Fund and the interests in the Fund have been registered in Peru under *Decreto Legislativo 862: Ley de Fondos de Inversión y sus Sociedades Administradoras* as amended; under *Decreto Legislativo 861: Ley del Mercado de Valores* (the "Securities Market Law") as amended, and under the *Reglamento del Mercado de Inversionistas Institucionales* approved by *Resolución SMV N°021-2013-SMV/01* as amended by the *Resolución de Superintendente N°126-2020-SMV/02* (the "*Reglamento 1*") and *Resolución de Superintendente N°035-2021-SMV/02* (the "*Reglamento 2*"), and are being offered to institutional investors only (as defined in article 8 of the Securities Market Law) under the special public offering directed exclusively to the institutional investors under the *Reglamento 1 and Reglamento 2*, then the interests in the Fund will be registered in the Section "*Del Mercado de Inversionistas Institucionales*" of the Securities Market Public Registry (*Registro Público del Mercado de Valores*) maintained by the *Superintendencia del Mercado de Valores (SMV)*, and the offering of the Fund interests in Peru only to institutional investors will be subject to the supervision of the SMV, as well as any transfers of the Fund interests shall be subject to the limitations contained in the Securities Market Law and the regulations issued thereunder mentioned before, under which the Fund interests may only be transferred between institutional investors under Article 27 of the *Reglamento 1 and Reglamento 2*. If neither the Fund nor the interests in the Fund have been and will not be registered in Peru under *Decreto Legislativo 862* and under *Decreto Legislativo 861* referenced

*above*, nor they will be subject to a public offering directed to institutional investors under the **Reglamento 1**, and will be offered to institutional investors only (as defined in article 8 of the Securities Market Law) pursuant to a private placement, according to article 5 of the Securities Market Law, the interests in the Fund will not be registered in the Securities Market Public Registry maintained by the **SMV**, and the offering of the Fund interests in Peru to institutional investors nor the Fund

will be subject to the supervision of the SMV, and any transfers of the Fund interests shall be subject to the limitations contained in the Securities Market Law and the regulations issued thereunder mentioned before, under which the Fund interests may only be transferred between institutional investors.