A Sub-Fund of Morgan Stanley Investment Funds

Calvert Climate Aligned Fund

Calvert

Performance Review

In the three month period ending 31 December 2025, the Fund's Z shares returned 2.94% (net of fees)[1], while the benchmark returned 3.12%.

The Fund is designed to provide long-term capital appreciation by investing in companies that are involved in economic activities that address climate transition and/or are aligned with the long-term decarbonization objectives of the 2015 Paris Agreement. The Fund uses a proprietary quantitative and qualitative investment process to identify environmental leaders and companies aligned with these climate objectives. The Fund is optimized to manage active risk and to maintain a substantially lower carbon footprint than the benchmark, the MSCI World Index.

At the sector level, the largest detractor from the Fund's relative performance in the fourth quarter was stock selection in communication services, while an underweight allocation to the sector also dragged on returns. Overweight positions in Netflix Inc. and T-Mobile US Inc., combined with not holding Alphabet Inc.,[2] weighed on performance.

In the industrials sector, weak stock selection and an overweight allocation detracted from results. Overweight positions in Sekisui Chemical Co., Eaton Corp. Plc and Thomson Reuters Corp. proved detrimental to the Fund.

Other notable detractors included an overweight allocation to information technology stocks — particularly ServiceNow Inc. and Arista Networks Inc. — as well as not holding Micron Technology Inc.[2] within the sector.

The top contributor to the Fund's relative performance in the fourth quarter was strong stock selection in the information technology sector. Overweight positions in Lam Research Corp. and Applied Materials Inc., and not holding the sector's laggard Oracle Corp.,[2] were supportive.

In the health care sector, both stock selection and an overweight allocation supported results. Overweights in Roche Holding AG and Eli Lilly & Co. contributed positively.

Other significant contributors during the period included overweights to Capital One Financial Corp. and American Express Co. in the financials sector. Similarly, overweights in Parker-Hannifin Corp. within industrials and Iberdrola SA in utilities benefited the Fund. Lastly, not holding Meta Platforms Inc.[3] in communication services also materially supported performance.

At the country level, stock selection in and underweight allocations to Canada and the United Kingdom detracted. Positions in Thomson Reuters Corporation and WSP Global Inc. in Canada weighed on performance. In the U.K., an overweight in 3i Group Plc and a lack of exposure to AstraZeneca Plc[2] hurt results. Conversely, stock selection in and an overweight allocation to Switzerland contributed positively, as did an out-of-benchmark exposure to Taiwan. Overweight positions in Roche Holding Ltd. and Novartis AG supported performance in Switzerland. Meanwhile, out-of-benchmark positions in Taiwan Semiconductor Manufacturing Co. and Delta Electronics Inc. boosted relative returns.

Market Review

An impressive rally in 2025 continued during the fourth quarter, capping off an incredible year for global equities. As they did for the full year, non-U.S. developed and emerging market equities outperformed the S&P 500 Index (+2.7%) in the fourth quarter. The MSCI EAFE Index rose 4.9% for the quarter, while the MSCI Emerging Markets Index climbed 4.7%, taking the year-to-date returns to a staggering 31.2% and 33.6%, respectively. The strong close to the year saw 40 of 47 countries in the MSCI All Country World Index, which spans developed and emerging market countries, post positive returns for the fourth quarter.

The quarter opened constructively, with October benefiting from optimism around further policy easing and resilient corporate fundamentals. However, the backdrop grew more complex as the U.S. government entered a prolonged shutdown in early October, disrupting economic data releases and raising concerns about near-term growth. A sharp pullback in mid-November highlighted growing investor sensitivity to policy risk and slowing economic momentum. That drawdown proved temporary, but leadership rotated meaningfully, with value and defensive sectors outperforming growth, as investors reassessed positioning following an artificial intelligence (AI) led rally that had dominated much of the year. Monetary policy remained central to market direction throughout the quarter. Following September's interest rate cut, the Federal Reserve delivered additional reductions in late October and in mid-December.

In the U.S. market, the Russell 1000 Growth Index (+1.1%) delivered rare underperformance versus the Russell 1000 Value Index (+3.8%). Slowing momentum for information technology, combined with a rallying financials sector, drove the difference during the quarter. Despite some rotation from growth to cyclicals, the underperformance of defensive sectors stayed constant, as both the

[1] Source: Morgan Stanley Investment Management Limited. Data as of 31 December 2025.
[2] The company does not meet the portfolio's criteria for environmental, social and governance (ESG) leadership or improvement.
[3] The company is ineligible for investment according to the Calvert Principles for Responsible Investment.

real estate and consumer staples sectors posted negative returns. While small caps delivered a comparable return to the S&P 500 (Russell 2000 Index +2.2%), mid-caps were the clear laggard, with the Russell Midcap Index managing just a 0.2% gain.

Strength across Europe, highlighted by double-digit returns in Finland and Spain, powered the MSCI EAFE Index higher for the quarter. Japan also modestly outperformed the U.S., with the large allocation to financials and lower allocation to information technology supporting outperformance by non-U.S. developed markets. In emerging markets, further momentum in Korea (+27%) and Taiwan (+10%) drove the MSCI Emerging Markets Index higher during the quarter. These two countries accounted for the entire gain in the index, and offset meaningful weakness in China (-7%), the largest country in the index.

Outside of equities, diverging asset performance underscored the shifting tone. Gold extended its remarkable multiyear rally, reaching new record levels during the quarter as fiscal uncertainty, geopolitical risk and central bank demand supported prices. By contrast, bitcoin and other digital assets weakened notably during November and December, giving back a portion of their earlier gains as speculative enthusiasm faded.

Strategy and Outlook

Three factors are reshaping global energy demand today: 1) AI-related energy demand; 2) the quest for energy independence and security; and 3) the need to provide affordable energy to rapidly industrializing economies.

First, on AI: The energy demands of AI are well documented, and even with commoditization and efficiency improvements, the AI boom is expected to put pressure on electricity demand for several years. For example, the U.S. is expected to see increased demand in power consumption for three consecutive years due to data center capacity.[4] And despite potential headwinds and rhetoric from the current U.S. administration, solar, wind and batteries are expected to provide most of the required supply growth over the next two years.[5]

Second, security is now playing a bigger role in transforming global energy systems, perhaps more so than AI. As the U.S. retreats from its position of global security leader, the rest of the world, especially Europe, is rethinking its approach to energy security. Since the shale boom, the U.S. does not need to rely on fossil fuel imports as much as it did in the past, which means it is less willing to protect global fossil fuel trade routes. The shale boom has also coincided with the Russia-Ukraine war, which means that, just as the U.S. was becoming more energy independent, Europe's lack of independence reached a critical tipping point. Europe now imports over half of its energy — nearly all in fossil fuel form — which is a record high.[6] Europe today, more than ever, has a need to secure its own energy independence — and the quickest, most localized and cost-efficient way to add more energy supply is through renewables. We think we will continue to see natural gas play a role, but nuclear and renewables will likely dominate. The primary motivator for this acceleration is not so much the transition to a low-carbon economy as much as a desire for security and energy independence.

The third factor is the rapid economic development, population growth, urbanization, rising living standards and industrial growth in emerging and developing economies, which accounted for 80% of global energy demand growth in 2024.[7] China is one example of this trend. In 2024, China added a record amount of renewable energy capacity to its grid, and renewable energy accounts for over 50% of the country's installed capacity.[8] The country's energy transformation has been driven by a desire for security and independence and by pure necessity. While China's growth in energy demand slowed to under 3% in 2024, it still saw the largest demand growth in absolute terms of any country in 2024.[7] India saw the second-largest rise in energy demand in absolute terms, more than all advanced economies combined, and as of November 2024, renewable energy made up a little under half of its total capacity.[9] In 2024, Brazil, the sixth-largest country by energy demand, generated 90% of its electricity from low-carbon sources. Fossil fuel generation in Brazil in 2024 was almost 50% lower than a decade prior.[10] The growth of renewables in Brazil has been fueled by a need to provide affordable energy access to the developing nation, favorable economics thanks to the country's natural resources, and the government's supportive policies. For many emerging and developing economies, renewable power is in the right place at the right time — at a lower cost than fossil fuels, when these countries need to increase energy capacity the most.

The past decade has been characterized by an energy transition motivated by net-zero ambitions stemming from the 2015 Paris Agreement. This period was useful for reshaping the economics of the climate transition; wind and solar are now the cheapest forms of electricity generation, and battery storage prices have come down as well. While the sector has struggled under the weight of high interest rates, economies of scale are continually reducing costs and reigniting development of solar and wind projects. Innovations in battery storage are set to complement these projects and improve energy reliability by addressing intermittency issues inherent in renewables.

In 2024, clean energy spending reached a new record of $2.4 trillion.[11] Previously we predicted that the next phase of the transition will be driven by a favorable regulatory environment, after the signing of the Inflation Reduction Act under former President Biden,

4 Source: U.S. Department of Energy. Data as of 20 December 2024.
5 Source: U.S. Energy Information Administration, 2024.
6 Source: European Union, "Shedding light on energy in Europe – 2025 edition."
7 Source: International Energy Agency, 2025.
8 Source: The State Council, The People's Republic of China. Data as of 28 January 2025.
9 Source: Ministry of New and Renewable Energy, India, 2024.
10 Source: Ember global energy think tank, 2025.
11 Source: Bloomberg L.P. Data as of 30 January 2025.

but with the tectonic shifts we have seen in the geopolitical arena, we believe global security will likely be the biggest driver for the next several years. These shifts will likely create investment opportunities for renewable energy producers, energy transition technology companies, and decarbonizing companies motivated to procure localized, low-cost energy, insulated from geopolitical turbulence.

While we expect to see a prolonged period of volatility for the portfolio, we believe recent macro shifts verify our conviction in the long-term investment thesis — that is, companies that are decarbonizing or contributing to the energy transition through their products and services will likely be best positioned to perform over the long term.

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

Fund Facts

Launch date	08 April 2022
Base currency	U.S. dollars
Benchmark	MSCI World Index Net Index (USD)

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 Z Shares	15.38	15.38	15.67	23.13	--	--	--	--	--	--	--
MSCI World Index Net Index (USD)	21.09	21.09	18.67	23.79	--	--	--	--	--	--	--

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 to see the latest performance returns for the fund's other share classes.**

Share Class Z Risk and Reward Profile

- 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.
- There may be an insufficient number of buyers or sellers which may affect the Fund's ability to buy or sell securities.
- Sustainability factors can pose risks to investments, for example: impact asset values, increased operational costs.
- 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. 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 or free of charge from the Registered Office at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, R.C.S. Luxemburg 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.

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 **MSCI World Net Index** is a free float adjusted market capitalization weighted index that is designed to measure the global equity market performance of developed markets. The term "free float" represents the portion of shares outstanding that are deemed to be available for purchase in the public equity markets by investors.

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.

The **Standard & Poor's 500® Index (S&P 500®)** measures the performance of the large cap segment of the U.S. equities market, covering approximately 80% of the U.S. equities market. The Index includes 500 leading companies in leading industries of the U.S. economy.

The **MSCI EAFE Index (Europe, Australia, Far East)** is a free float-adjusted market capitalization index that is designed to measure the international equity market performance of developed markets, excluding the US & Canada. The term "free float" represents the portion of shares outstanding that are deemed to be available for purchase in the public equity markets by investors. The MSCI EAFE Index currently consists of 21 developed market country indices. The performance of the Index is listed in U.S. dollars and assumes reinvestment of net dividends.

The **MSCI Emerging Markets Index (MSCI EM)** is a free float-adjusted market capitalization weighted index that is designed to measure equity market performance of emerging markets.

The **Russell 1000® Growth Index** measures the performance of the large-cap growth segment of the U.S. equity universe. It includes those Russell 1000® Index companies with higher price-to-book ratios and higher forecasted growth values. The Russell 1000® Index is an index of approximately 1,000 of the largest U.S. companies based on a combination of market capitalization and current index membership.

The **Russell 1000® Value Index** is an index that measures the performance of those Russell 1000 companies with lower price-to-book ratios and lower forecasted growth values.

The **Russell 2000® Index** is an index that measures the performance of the 2,000 smallest companies in the Russell 3000 Index.

The **Russell Midcap® Index** is an index that measures the performance of the 800 smallest companies in the Russell 1000 Index.

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.